

AUDIT REPORT ON FINANCIAL STATEMENTS ISSUED BY AN INDEPENDENT AUDITOR

Translation of a report and financial statements originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails (See Note 5)

To the shareholders of Enagás, S.A.:

Report on the financial statements

Opinion

We have audited the financial statements of Enagás, S.A. (the Company), which comprise the balance sheet as at December 31, 2019, the income statement, the statement of other comprehensive income, the statement of total changes in equity, the cash flow statement, and the notes thereto for the year then ended.

In our opinion, the accompanying financial statements give a true and fair view, in all material respects, of the equity and financial position of the Company as at December 31, 2019 and of its financial performance and its cash flows for the year then ended in accordance with the applicable regulatory framework for financial information in Spain (identified in Note 1.2 to the accompanying financial statements) and, specifically, the accounting principles and criteria contained therein.

Basis for opinion

We conducted our audit in accordance with prevailing audit regulations in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those related to independence, that are relevant to our audit of the financial statements in Spain as required by prevailing audit regulations. In this regard, we have not provided non-audit services nor have any situations or circumstances arisen that might have compromised our mandatory independence in a manner prohibited by the aforementioned requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our audit opinion thereon, and we do not provide a separate opinion on these matters.

Recovery of financial assets related to the investment in Gasoducto Sur Peruano, S.A.

Description On January 24, 2017, the Directorate General for Hydrocarbons of the Ministry for Energy and Mines terminated the “Improvements to the National Energy Security and Development of the South Peruvian Pipeline” concession agreement and on December 4, 2017, the National Institute for the Defense of Competition and Intellectual Property published in the Official Gazette, El Peruano, that Gasoducto Sur Peruano, S.A. had filed for bankruptcy, as explained in Note 1.4.c to the accompanying financial statements.

Enagás maintains a financial asset amounting to 275.3 million American dollars related to the investment in Gasoducto Sur Peruano, S.A. and receivable accounts related to executed guarantees totaling 226.8 million American dollars and interest amounting to 1.9 million American dollars, which represent assets registered as of December 31, 2019 amounting to 411.3 million euros (note 1.4.c of the accompanying financial statements).

As a result of termination of the concession agreement, and as explained in the aforementioned note to the financial statements, there is an ongoing controversy between the Group and the Peruvian Government regarding the recovery of the investment in Gasoducto Sur Peruano. On July 2, 2018, the Group filed a request to begin arbitration proceedings against the Peruvian Government with the International Center for Settlement of Investment Disputes (CIADI) in connection with their investment in Gasoducto Sur Peruano, S.A. The Arbitration Tribunal was formed on July 18, 2019 and on September 24, 2019, Procedural Resolution No. 1 was issued, establishing the procedural rules that will govern the proceedings until the relevant award is made. On January 20, 2020, Enagás submitted a claim memorial after which the Peruvian Government began preparing their responses to the claim.

We determined this to be a key audit matter due to the significance of the related amounts and the uncertainty surrounding the final outcome in this type of issue, which are often drawn out and complex from a legal, technical, and economic. Consequently, the estimates made by Enagás’ directors, based on the opinion of their advisors, could vary in the future.

Our response In this regard, our audit procedures included the following:

- ▶ Evaluation of compliance with the terms of the contracts and agreements between shareholders of Gasoducto Sur Peruano, S.A.
- ▶ Reading of the correspondence between official Peruvian government bodies and the investee Gasoducto Sur Peruano, S.A., as well as the documents included in the claim filed by Enagás with the CIADI.
- ▶ Meetings with external independent experts in both Peruvian and international law engaged by the Company.

- ▶ Review of the analysis reports prepared by various Peruvian and international law experts (bankruptcy, criminal and administrative law, inter alia) and Enagás' internal legal consultants.
- ▶ Review of the Enagás' accounting estimate processes used to analyze the recovery of financial assets and the report prepared by an external accounting expert, in addition to the report prepared by an independent expert to determine the net carrying amount that will be applied in which has been included in the claim filed with the CIADI.
- ▶ Evaluation of the financial asset recovery analysis prepared by management based on various scenarios (sensitivity analysis).
- ▶ Review of the disclosures included in the accompanying financial statements in accordance with the applicable financial reporting framework.

Significant estimates

Description Enagás, S.A. makes significant estimates when valuing certain economic and finance transactions, such as to determine the recoverability from investments in Group Companies

The main amounts and the criteria and assumptions used for the valuation of these assets are described in notes 1.4, to the accompanying financial statements.

We have determined these estimates and valuations to be a key audit matter since, given the amount of the assets and liabilities affected, small changes in the hypotheses could have a material impact on the Enagás, S.A. financial statements.

Our response Our audit procedures primarily included:

- ▶ Review, in collaboration with valuation specialists, of the reasonableness of the methodology used by management for preparing the discounted cash flow statements of each associate, focusing particularly on the discount rate and long-term growth rate applied.
- ▶ Review of projected financial information shown in the business plan, for each investee and each cash-generating unit, by analyzing historical financial and budgetary information, current market conditions, and our own projections of potential changes, as well as public information provided by other companies in the industry.
- ▶ In addition, we checked the adequacy of the information disclosed by the Entity related to the estimates in Note 1.4.a in accordance with the applicable financial reporting framework.

Other information: management report

Other information refers exclusively to the 2019 management report, the preparation of which is the responsibility of the Company's directors and is not an integral part of the financial statements.

Our audit opinion on the financial statements does not cover the management report.

Our responsibility for the information contained in the management report is defined in prevailing audit regulations, which distinguish two levels of responsibility:

- a) A specific level applicable to certain information included in the Annual Corporate Governance Report, as defined in article 35.2 b) of Law 22/2015 on auditing, which solely requires that we verify whether said information has been included in the management report, and if not, disclose this fact.
- b) A general level applicable to the remaining information included in the management report, which requires us to evaluate and report on the consistency of said information in the financial statements, based on knowledge of the Entity obtained during the audit, excluding information not obtained from evidence. Moreover, we are required to evaluate and report on whether the content and presentation of this part of the management report are in conformity with applicable regulations. If, based on the work carried out, we conclude that there are material misstatements, we are required to disclose them.

Based on the work performed, as described above, we have verified that the management report includes a reference that the non-financial information in paragraph a) above is provided in the consolidated management report of the Enagás Group to which the company belongs and that the information in the Annual Corporate Governance Report referred to in said paragraph is included in the consolidated management report and that the remaining information contained therein is consistent with that provided in the 2019 consolidated financial statements and their content and presentation are in conformity with applicable regulations.

Directors' responsibilities for the financial statement

The directors are responsible for the preparation of the accompanying financial statements so that they give a true and fair view of the equity, financial position and results of the Company, in accordance with the regulatory framework for financial information applicable to the Company in Spain, identified in Note 1.2 to the accompanying financial statements, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee is responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with prevailing audit regulations in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with prevailing audit regulations in Spain, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Conclude on the appropriateness of the director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the audit committee of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee of the Company with a statement that we have complied with relevant ethical requirements, including those related to independence, and to communicate with them all matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the audit committee of the Company, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Report on other legal and regulatory requirements

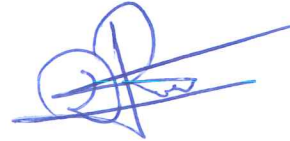
Additional report to the audit committee

The opinion expressed in this audit report is consistent with the additional report we issued to the audit committee on February 21, 2020.

Term of engagement

The ordinary general shareholders' meeting held on March 29, 2019 appointed us as auditors for 3 years, commencing on December 31, 2019.

ERNST & YOUNG, S.L.
(Registered in the Official Register of
Auditors under No. S0530)



David Ruiz-Roso Moyano
(Registered in the Official Register of
Auditors under No. 18336)

February 21, 2020

ENAGÁS, S.A.

“Translation of financial statements originally issued in Spanish and prepared in accordance with accounting principles generally accepted in Spain. In the event of a discrepancy, the Spanish-language version prevails.”

ENAGÁS, S.A.

BALANCE SHEET AT DECEMBER 31, 2019	1
INCOME STATEMENT AT DECEMBER 31, 2019	3
STATEMENT OF RECOGNISED INCOME AND EXPENSES AT DECEMBER 31, 2019	4
STATEMENT OF TOTAL CHANGES IN EQUITY AT DECEMBER 31, 2019	5
CASH FLOW STATEMENT AT DECEMBER 31, 2019	6
1. Company activities and presentation bases	7
1.1 Company activity	7
1.2 Basis of presentation	8
1.3 Estimates and accounting judgements used	9
1.4 Investments in group and multigroup companies	9
1.5 Dividends distributed and proposed	15
1.6 Commitments and guarantees	16
2. Operational performance of the company	18
2.1 Operating profit	18
2.2 Trade and other receivables	20
2.3 Trade and other payables	21
2.4 Property, plant, and equipment	22
2.5 Intangible assets	24
2.6 Impairment of non-financial assets	26
2.7 Leases	26
2.8 Provisions and contingent liabilities	27
3. Capital structure, financing and financial result	29
3.1 Equity	30
3.2 Financial debts	31
3.3 Net financial result	33
3.4 Derivative financial instruments	33
3.5 Financial and capital risk management	34
3.6 Cash flows	36
4. Other information	37
4.1 Information on other items on the balance sheet	37
4.2 Tax situation	38
4.3 Related party transactions and balances	42
4.4 Remuneration to the members of the Board of Directors and Senior Management	44
4.5 Other information concerning the Board of Directors	47
4.6 Other Information	47
4.7 Subsequent events	48
5. Explanation added for translation to English	49
MANAGEMENT REPORT OF ENAGÁS, S.A.	50

ENAGÁS, S.A.
BALANCE SHEET AT DECEMBER 31, 2019
 (in thousands of euros)

	Notes	12.31.2019	12.31.2018
NON-CURRENT ASSETS		5,566,359	5,328,700
Intangible assets	2.5	11,937	12,007
Research and development		93	153
IT applications		11,844	11,854
Prepayments and work in progress		-	-
Property, plant, and equipment	2.4	20,605	22,277
Land and buildings		16,161	17,237
Technical facilities and other PP&E		4,286	4,835
Prepayments and work in progress		158	205
Property investments	4.1	19,610	19,610
Land		19,610	19,610
Long-term investments in group and multigroup companies	1.4	5,504,327	5,262,439
Equity instruments		4,692,698	4,459,513
Loans to companies		400,291	400,291
Other financial assets		411,338	402,635
Long-term financial investments		745	752
Loans to third parties		49	56
Other financial assets		696	696
Deferred tax assets	4.2.g	9,135	11,615
CURRENT ASSETS		933,910	753,594
Inventories		6	8
Raw materials and other procurements		6	8
Trade and other receivables	2.2	21,107	16,370
Customer receivables for sales and services rendered		-	10
Customers, Group companies and associates		13,712	13,490
Other receivables		128	123
Personnel		74	291
Current income tax assets		6,760	1,799
Other credits with the Public Administrations		433	657
Short-term investments in group and multigroup companies	1.4	219,551	278,974
Loans to companies		147,551	151,374
Other financial assets		72,000	127,600
Short-term accruals		1,655	1,082
Cash and cash equivalents	3.6.a	691,591	457,160
Treasury		691,591	457,160
TOTAL		6,500,269	6,082,294

The accompanying Notes 1 to 5 constitute an integral part of the Balance Sheet at December 31, 2019.

LIABILITIES	Notes	12.31.2019	12.31.2018
EQUITY		2,656,554	2,133,566
SHAREHOLDERS' EQUITY		2,656,554	2,133,566
Share capital	3.1.a	392,985	358,101
Subscribed capital		392,985	358,101
Issue premium	3.1.b	465,116	-
Issue premium		465,116	-
Reserves		1,557,981	1,552,278
Legal and statutory	3.1.d	71,620	71,620
Other reserves		1,486,361	1,480,658
Treasury shares	3.1.c	(12,464)	(8,219)
Profit/(loss) for the year		403,199	371,222
Interim dividend	1.5.a	(152,469)	(145,917)
Other equity instruments		2,206	6,101
ADJUSTMENTS FOR CHANGES IN VALUE	3.1.e	-	-
Hedging transactions		-	-
NON-CURRENT LIABILITIES		3,612,152	3,694,247
Long-term provisions	2.8.a	1,601	466
Obligations for long-term employee benefits		1,135	-
Other provisions		466	466
Long-term debts	3.2.a	201,243	195,946
Debts with credit institutions		201,136	195,819
Other financial liabilities		107	127
Long-term debts with group companies and associates		3,406,607	3,494,955
Deferred tax liabilities	4.2.g	2,701	2,880
CURRENT LIABILITIES		231,563	254,481
Short-term provisions		-	3,293
Current financial liabilities	3.2.b	9,549	4,897
Debts with credit institutions		5,409	112
Other financial liabilities		4,140	4,785
Short-term debts with group companies and associates	3.2.c	174,942	195,584
Trade and other payables	2.3	47,072	50,707
Suppliers		9,931	11,159
Suppliers, group companies and associates		336	2,185
Personnel		6,814	10,078
Other debts with the Public Administrations		29,991	27,285
TOTAL		6,500,269	6,082,294

The accompanying Notes 1 to 5 constitute an integral part of the Balance Sheet at December 31, 2019.

ENAGÁS, S.A.
INCOME STATEMENT AT DECEMBER 31, 2019
 (in thousands of euros)

	Notes	12.31.2019	12.31.2018
CONTINUING OPERATIONS		457,017	404,630
Revenue	2.1.a	550,787	502,018
Rendering of services		78,787	93,418
Dividend income of group and multigroup companies		472,000	408,600
Work done by the company for its assets	2.4	201	291
Procurements		-	(4)
Consumption of raw materials and other consumables		-	(4)
Other operating income		1,013	1,788
Accessory income and other current management income		1,013	1,788
Personnel expenses	2.1.b	(47,387)	(45,527)
Wages, salaries and similar		(35,519)	(35,035)
Social contributions		(11,868)	(10,492)
Other operating expenses	2.1.c	(39,854)	(46,037)
External services		(39,021)	(44,681)
Taxes		(833)	(1,356)
Amortisation of fixed assets	2.4 and 2.5	(7,647)	(7,899)
Impairment and gains /(losses) on disposal of assets	2.4 and 2.5	(96)	-
OPERATING PROFIT		457,017	404,630
Financial income	3.3	1,020	5,153
From marketable securities and other financial instruments		1,020	5,153
- For debts with group companies and associates		893	3,296
- For debts with third parties		127	1,857
Financial expenses	3.3	(78,515)	(49,809)
For debts with group companies and associates		(68,657)	(35,421)
For debts with third parties		(9,858)	(14,388)
Exchange gains (losses)	3.3 and 4.1.b	278	(1,047)
Impairment and gains (losses) on disposals of financial instruments	1.4.a	(80)	-
Results for disposals and others		(80)	-
FINANCIAL RESULT		(77,297)	(45,703)
PROFIT /(LOSS) BEFORE TAX		379,720	358,927
Income tax	4.2.e	23,479	12,295
PROFIT /(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS		403,199	371,222
DISCONTINUED OPERATIONS		-	-
PROFIT /(LOSS) FOR THE YEAR		403,199	371,222

The accompanying Notes 1 to 5 constitute an integral part of the Income Statement at December 31, 2019.

ENAGÁS, S.A.
STATEMENT OF RECOGNISED INCOME AND EXPENSES AT DECEMBER 31, 2019
 (in thousands of euros)

	Notes	12.31.2019	12.31.2018
RESULTS TO THE INCOME STATEMENT		403,199	371,222
INCOME AND EXPENSES RECOGNISED DIRECTLY IN EQUITY		-	195
From cash flow hedges	3.1.e	-	260
Tax effect	3.1.e	-	(65)
AMOUNTS TRANSFERRED TO THE INCOME STATEMENT		-	897
From cash flow hedges	3.1.e	-	1,196
Tax effect	3.1.e	-	(299)
TOTAL RECOGNISED INCOME AND EXPENSES		403,199	372,314

The accompanying Notes 1 to 5 constitute an integral part of the Statement of Recognised Income and Expenses at December 31, 2019.

ENAGÁS, S.A.
STATEMENT OF TOTAL CHANGES IN EQUITY AT DECEMBER 31, 2019
 (in thousands of euros)

	Note	Share capital	Share premium and reserves	Treasury shares	Profit/(loss) for the year	Interim dividend	Other equity instruments	Adjustments for changes in value	Total Equity
BALANCE ADJUSTED AT THE BEGINNING OF 2018		358,101	1,550,927	(8,219)	349,454	(139,241)	4,165	(1,092)	2,114,095
Total recognised income and expenses		-	-	-	371,222	-	-	1,092	372,314
Transactions with shareholders		-	-	-	(208,862)	(145,917)	-	-	(354,779)
- Capital increases		-	-	-	-	-	-	-	-
- Distribution of dividends	1.5	-	-	-	(208,862)	(145,917)	-	-	(354,779)
Transactions with treasury shares	3.1.c	-	-	-	-	-	-	-	-
Other changes in equity		-	1,351	-	(140,592)	139,241	1,936	-	1,936
- Payments based on equity instruments	3.1.c	-	-	-	-	-	1,936	-	1,936
- Other changes		-	1,351	-	(140,592)	139,241	-	-	-
BALANCE AT DECEMBER 31, 2018		358,101	1,552,278	(8,219)	371,222	(145,917)	6,101	-	2,133,566
BALANCE ADJUSTED AT THE BEGINNING OF 2019		358,101	1,552,278	(8,219)	371,222	(145,917)	6,101	-	2,133,566
Total recognised income and expenses		-	-	-	403,199	-	-	-	403,199
Transactions with shareholders		34,884	465,116	-	(218,697)	(152,469)	-	-	128,834
- Capital increases	3.1.a and b	34,884	465,116	-	-	-	-	-	500,000
- Distribution of dividends	1.5	-	-	-	(218,697)	(152,469)	-	-	(371,166)
Transactions with treasury shares	3.1.c	-	-	(9,876)	-	-	-	-	(9,876)
Other changes in equity		-	5,703	5,631	(152,525)	145,917	(3,895)	-	831
- Payments based on equity instruments	3.1.c	-	470	5,631	-	-	(3,895)	-	2,206
- Cost of capital increase	3.1.d	-	(1,331)	-	-	-	-	-	(1,331)
- Other changes		-	6,564	-	(152,525)	145,917	-	-	(44)
BALANCE AT DECEMBER 31, 2019		392,985	2,023,097	(12,464)	403,199	(152,469)	2,206	-	2,656,554

The accompanying Notes 1 to 5 constitute an integral part of the Consolidated Statement of Total Changes in Equity at December 31, 2019.

ENAGÁS, S.A.
CASH FLOW STATEMENT AT DECEMBER 31, 2019
 (in thousands of euros)

	Notes	12.31.2019	12.31.2018
CASH FLOWS FROM OPERATING ACTIVITIES (I)		464,851	496,802
Profit / (loss) for the year before taxes		379,720	358,927
Adjustments to profit		(395,834)	(375,346)
- Amortisation of fixed assets	2.4 and 2.5	7,647	7,899
- Variation of provisions		1,136	(549)
- Attribution of grants		(18)	-
- Gains/losses due to decreases and disposals of assets		92	-
- Financial income and dividends		(483,007)	(433,552)
- Financial expenses	3.3	78,594	49,809
- Other income and expenses		(278)	1,047
Changes in working capital		(9,026)	6,536
- Inventories		1	2
- Trade and other receivables		215	3,357
- Other current assets		(572)	(956)
- Trade and other payables		(4,801)	3,047
- Other current liabilities		(3,868)	1,087
- Other non-current assets and liabilities		(1)	(1)
Other cash flows from operating activities		489,991	506,685
- Interest paid		(69,112)	(42,801)
- Dividends received		527,600	521,000
- Interest received		10,007	17,744
- Income tax paid (received)		21,369	10,742
- Other proceeds		127	-
CASH FLOWS FROM INVESTING ACTIVITIES (II)		(238,639)	31,021
Payments for investments		(388,345)	(18,221)
- Group companies and associates		(381,696)	(10,738)
- Intangible assets and property, plant and equipment	2.4 and 2.5	(6,654)	(7,483)
- Other financial assets		5	-
Proceeds from sale of investments		149,706	49,242
- Group companies and associates		149,706	49,242
CASH FLOWS FROM FINANCING ACTIVITIES (III)		7,916	(123,495)
Proceeds from and payments on equity instruments		492,206	-
- Issue of equity instruments	3.1	500,000	-
- Acquisition of equity instruments		(9,876)	-
- Disposal of equity instruments		2,082	-
Proceeds from and payments on financial liabilities		(113,124)	231,284
- Issue of debts with credit entities		1,656,643	2,324,495
- Issue of debts with group companies and associates		48,000	475,187
- Repayment and amortisation of debts with credit entities		(1,653,100)	(2,372,498)
- Repayment and amortisation of debts with group companies and associates		(164,667)	(195,900)
Dividends paid and remuneration on other equity instruments		(371,166)	(354,779)
- Dividends	1.5	(371,166)	(354,779)
EFFECT OF EXCHANGE RATE FLUCTUATIONS (IV)		303	(297)
NET INCREASE/DECREASE IN CASH AND EQUIVALENTS (I + II + III + IV)		234,431	404,031
Cash and cash equivalents at beginning of the year		457,160	53,129
Cash and cash equivalents at year-end		691,591	457,160

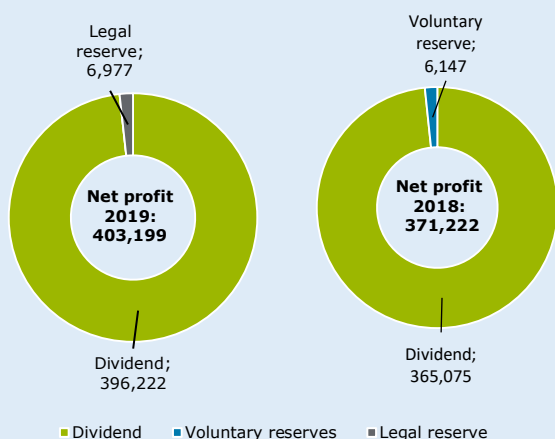
The accompanying Notes 1 to 5 constitute an integral part of the Cash Flow Statement at December 31, 2019.

1. Company activities and presentation bases

Relevant aspects

Results

- Net profit attributed to the Company increased by 8.6% with respect to 2018, amounting to 403.2 million euros.
- Net earnings per share amounted to 1.688 euros per share as compared to 1.557 euros per share in 2018.
- The proposed dividend payment per share for 2019 amounts to 1.60 euros per share (1.53 euros per share in 2018) **(Note 1.5)**.
- The Board of Directors proposed the following appropriation of net profit corresponding to 2019 for the Parent, Enagás, S.A. **(Note 1.5)**:



Positive working capital

At December 31, 2019, the Balance Sheet records a positive working capital of 702 million euros.

Investments in group and multigroup companies

At December 31, 2019, Enagás S.A. held financial instruments through which it develops some of its activities, both in current and non-current assets on the attached Balance Sheet, in the total amount of 5,724 million euros. The breakdown of these investments is as follows:

- Equity instruments in the amount of 4,693 million euros **(Note 1.4.a)**.
- Loans to companies in the amount of 548 million euros **(Note 1.4)**.
- Other financial assets in the amount of 483 million euros **(Note 1.4)**.

Gasoducto Sur Peruano, S.A. ("GSP")

- With respect to the situation arising in connection with the investment in GSP as a consequence of the termination of the concession agreement on January 24, 2017, there is currently a disagreement between the Peruvian authorities and Enagás with respect to applying the investment recovery mechanism established in the GSP concession contract. This entailed the beginning of an international arbitration by virtue of the Reciprocal Investment Promotion and Protection Agreement (hereinafter 'APPRI') between Spain and Peru as indicated in **Note 1.4.c** presented to the International Centre for Settlement of Investment Disputes (hereinafter 'ICSID') on July 2, 2018. On January 20, 2020, Enagás filed its statement of claim with the ICSID, and the Peruvian State began the phase of response.
- At December 31, 2019, the total amount registered in the balance sheet amounted to 411,338 thousands of euros, relating to both the recovery of the financial investment in this company and the credit rights associated with the recovery of the guarantees against the Company as a result of the termination of the concession contract in GSP. **(Note 1.4.c)**.

Guarantees

At December 31, 2019 Enagás S.A. had granted guarantees amounting to 5,064 million euros **(Note 1.6)**.

1.1 Company activity

Enagás, S.A, a company incorporated in Spain on July 13, 1972 in accordance with the Corporate Enterprises Act, is the parent company of a group of entities including interests in subsidiaries, associated companies, joint operations and joint ventures, which are engaged in various activities and, together with Enagás, S.A., the Enagás Group (hereinafter the Group), with corporate purpose of the transmission, storage and regasification of natural gas, as well as all related functions with the technical management of the gas system.

a) Corporate purpose

- Regasification, basic and secondary transmission as well as storage of natural gas, via the corresponding gas infrastructure or installations, of its own or of third parties, and also the performance of auxiliary activities or others related to the aforementioned activities.

- ii. Design, construction, start up, exploitation, operation, and maintenance of all types of complementary gas infrastructure and facilities, including telecommunications networks, remote control and control of any nature, and electricity networks, whether its own or of third parties.
- iii. Development of all functions relating to technical management of the gas system.
- iv. Transmission and storage activities for carbon dioxide, hydrogen, biogas, and other energy-related fluids, via the corresponding facilities, of its own or of third parties, as well as the design, construction, start up, exploitation, operation, and maintenance of all types of complementary infrastructure and installations necessary for said activities.
- v. Activities for making use of heat, cold, and energies associated with its main activities or arising from them.
- vi. Rendering of services of a diverse nature, among them, engineering, construction, advisory, and consultancy services in connection with the activities relating to its corporate purpose as well as participation in natural gas markets management activities to the extent they are compatible with the activities permitted for the Company by law.

The above activities can be carried out by Enagás, S.A. itself or through companies with an identical or analogous corporate purpose in which it holds interest, provided they remain within the scope and limitations established by legislation applicable to the hydrocarbons sector. In accordance with said legislation, the activities related to transmission and technical management of the system which are of a regulated nature must be carried out by two subsidiaries entirely owned by Enagás, S.A. (Enagás Transporte, S.A.U. and Enagás GTS,

S.A.U., respectively). Consequently, the corporate purpose includes:

- vii. Management of the corporate group comprised of the interest held in share capital of companies belonging to the group.
- viii. Rendering of assistance or support services to affiliates, including the provision of appropriate guarantees and reinforcement for them.

b) Other information

Its registered address is located at Paseo de los Olmos, 19, 28005, Madrid. At its website www.enagas.es and at its registered address, its Articles of Association and other public information on the Company and its Group can be consulted.

In addition to the operations carried out directly, Enagás, S.A., as the parent company of the Enagás Group and in accordance with current legislation, is obliged to separately prepare consolidated accounts of the Group, which also include interests in subsidiaries, associates, joint operations and joint ventures.

The main figures of the consolidated Annual Accounts of the Enagás Group for 2019 and 2018 are the following:

	12.31.2019	12.31.2018
Total assets	8,844,224	9,526,202
Equity	3,168,849	3,039,371
Revenue	1,153,103	1,294,660
Net profit /(loss)	422,618	442,626

1.2 Basis of presentation

These Annual Accounts have been prepared by the Directors in accordance with the financial information regulatory framework applicable to the Company, which is established in:

- i. Commercial Code and remaining mercantile legislation.
- ii. Spanish National Charts of Accounts enacted by Royal Decree 1514/2007 of November 16, modified in 2016 by Royal Decree 602/2016 of December 2, and prevailing mercantile law.
- iii. Compulsory regulations approved by the Accounting and Audit Institute, in development of the National Charts of Accounts and its complementary standards.
- iv. The other Spanish accounting regulations to be applied.

With regard to the Resolution of March 5, 2019 of the Accounting and Audit Institute, which implements the criteria for the presentation of financial instruments and other accounting aspects related to the commercial regulation of corporate enterprises, applicable for the years beginning on or after January 1, 2020, the company has not decided to apply it in advance.

In addition, no non-compulsory accounting principles have been applied.

Also, the Directors authorised these Annual Accounts for issue in due consideration of all compulsory accounting principles and standards with a significant effect on the Annual Accounts.

The Annual Accounts of Enagás, S.A. and its Consolidated Group for financial year 2019 were prepared by its Directors at the Board of Directors meeting held on February 17, 2020. The 2018 Annual Accounts of Enagás S.A. and its consolidated Group were approved at the Enagás, S.A. General Shareholders' Meeting held on March 29, 2019 and duly filed at the Madrid Mercantile Registry.

These Annual Accounts are presented in thousands of euros (unless otherwise stated).

a) Materiality criteria

The accompanying Annual Accounts do not include the information or disclosures which the Group did not consider of material significance or important relative to the concept of materiality as defined in the conceptual framework of the National Charts of Accounts, taking into account the Annual Accounts as a whole.

b) True and fair view

The accompanying Annual Accounts, which were obtained from the Company's accounting records, are presented in accordance with the regulatory financial reporting framework applicable to the Company and, in particular, with the accounting principles and criteria set out therein and, accordingly, provide a true and fair view of the Company's equity, financial position, results of operations, the statement of changes in equity and cash flows during the year. These Annual Accounts have been prepared by the Directors of the Company and will be submitted for approval by the General Shareholders' Meeting. It is expected that they will be approved without modification.

c) Comparison of information

The information included in these Notes relating to 2018 is presented solely and exclusively for purposes of comparison with the information relating to 2019.

d) Grouping of items

Certain items on the Balance Sheet, the Income Statement, the Statement of Changes in Equity and Cash Flow Statement are

grouped together to make them easier to understand, although when individual data is significant, specific information has been included in the respective Notes to these annual accounts.

e) Changes in accounting policies

In 2019 there were no significant changes in accounting policies with respect to those applied in 2018.

1.3 Estimates and accounting judgements used

The results and determination of assets and liabilities disclosed in the Annual Accounts are sensitive to the accounting principles and policies, measurement bases and estimates used by the Company's Directors.

In the 2019 Annual Accounts, the Company's Senior Management have occasionally used estimates, subsequently ratified by the Directors, in order to quantify certain assets, liabilities, income, expenses and commitments recognised therein. These estimates basically relate to the following:

- The useful life of intangible assets and PP&E (**Notes 2.4 and 2.5**).
- The measurement of assets to determine the possible existence of impairment losses (**Note 2.6**).
- Provisions of invoices pending of formalisation (**Notes 2.2 and 2.3**).
- The calculation of provisions and contingencies (**Note 2.8**).
- The calculation of income tax and deferred tax assets (**Note 4.2**).
- The market value of certain financial instruments (**Note 3.4**).

- The fair value of equity instruments granted under the Long-Term Incentive Plan ("ILP") (**Note 4.4**).

Although these estimates were made on the basis of the best information available at December 31, 2019 regarding the facts analysed, it is possible that future events may require these to be modified (upwards or downwards) in the years ahead. This would be carried out prospectively, recognising the effects of the changes to accounting estimates in the Annual Accounts.

During the twelve-month period ended December 31, 2019, there were no significant changes to the estimates made at 2018 year-end, and thus future periods are also not expected to be affected.

1.4 Investments in group and multigroup companies

Accounting policies

Equity instruments

- Investments in equity of group and multigroup companies are measured at cost, less, where applicable, any accumulated impairment losses. Said impairment losses are calculated as the difference between an asset's carrying amount and its recoverable amount, understood as being either fair value less cost of sale or the present value of future cash flows arising from the investment, whichever is greater.

In the absence of better evidence of a recoverable amount, the equity of the affiliate is taken into account, after adjusting for any unreleased gains at the date of measurement.

Credits and receivables

- This heading comprises financial assets arising from the sale of goods or the rendering of services in the course of the Company's business, or financial assets which, not having commercial substance, are not equity instruments or derivatives with fixed or determinable payments and are not traded in an active market.

Significant estimates and judgements

- At the closure of each financial year, or when there are indications of loss of value, the Company analyses the recoverability of the equity investments in group and multigroup companies, in order to verify that the recoverable amount of these investments is greater than the value recognised in the Company's accounting records.
- In order to calculate the recoverable amount of the Group companies, an analysis of the updated cash flows is prepared, based on detailed future projections for these investments.
- With regard to the impairment analysis relating to group and multigroup companies, the net profit discount rate applied to Spanish companies in 2019 was between 4% and 8% in according to business that it is allocated to. Investments in international companies ranges from 6.44% to 8.40%, after-tax rates, depending on the business and the country in which they operate. Both intervals correspond to both the 2019 and 2018 rates. The sensitivity analysis of the discount rate of 0.5% and -0.5% carried out at 2019 year-end indicates that the Company shows no sign of significant risks associated with potential reasonable variations. Thus, the Company's Management considers that, within the specified ranges, there would be no changes in the impairment calculation.

The breakdown of accounts under the heading "Investments in group and multigroup companies", both short- and long-term at year-end 2019 and 2018 is as follows:

	2019	2018
Long-term financial instruments	5,504,327	5,262,439
Equity investments in group and multigroup companies (Note 1.4.a)	4,692,698	4,459,513
Credits and receivables	811,629	802,926
Loans to group companies (Note 1.4.b)	400,291	400,291
Other financial assets (Note 1.4.c)	411,338	402,635
Short-term financial instruments	219,551	278,974
Credits and receivables (Note 1.4.b)	7,246	7,266
Credits to group companies for tax effect (1)	140,305	144,108
Dividends receivable (2)	72,000	127,600

(1) As mentioned in Note 4.2.b, Enagás S.A. is the parent company of Tax Consolidation Group 493/12 for corporate income tax, and this amount matches the accounts receivable from the different companies belonging to the group in respect of their contribution to the group's taxable income.

(2) This amount relates to the dividends receivable at December 31, 2019 which were distributed by Enagás Transporte, S.A.U. in 2019 (Note 2.1.a).

a) Equity instruments

Name / Address / Activity	% Stake		Thousands of euros								
	Direct	Indirect	Share capital	Result		Remaining Equity	Total Equity	Dividends	Carrying amount		
				Operating income	Net			Received	Cost	Accumulated impairment	Total
2019									4,692,778	(80)	4,692,698
Enagás Transporte, S.A.U.	100	-	532,089	506,986	441,013	3,232,780	4,205,882	432,000	3,670,527	-	3,670,527
Enagás GTS, S.A.U.	100	-	5,914	2,628	1,941	(37)	7,818	-	33,932	-	33,932
Enagás Financiaciones, S.A.U.	100	-	15,189	35,670	15,189	5,292	35,670	-	8,227	-	8,227
Enagás Internacional, S.L.U.	100	-	136,308	53,454	34,645	909,251	1,080,204	40,000	945,710	-	945,710
Estación de Compresión Soto la Marina, S.A.P.I. de C.V.	49	1	12,081	4,555	2,564	3,465	18,110	-	8,222	-	8,222
Enagás Perú SAC	1	99	3,894	(367)	(2,012)	(363)	1,519	-	1	(1)	-
Enagás México SA de CV	1	99	2,890	(443)	(458)	(1,852)	580	-	79	(79)	-
Enagás Emprende, S.L.U.	100	-	4,882	(1,927)	(1,676)	10,406	13,612	-	16,274	-	16,274
Enagás Services Solutions, S.L.U.	100	-	2,894	(738)	(555)	5,639	7,978	-	9,673	-	9,673
Mibgas Derivatives, S.A.	19	9	757	-	-	(757)	-	-	97	-	97
Enagás Renovable, S.L.	100	-	36	-	-	(1)	35	-	36	-	36
2018									4,459,513	-	4,459,513
Enagás Transporte, S.A.U.	100	-	532,089	518,286	397,729	1,566,299	2,496,117	387,600	3,815,407	-	3,815,407
Enagás GTS, S.A.U.	100	-	5,914	1,705	1,160	(1,350)	5,725	-	33,838	-	33,838
Enagás Financiaciones, S.A.U.	100	-	890	63,857	6,299	12,291	19,480	-	8,213	-	8,213
Enagás Internacional, S.L.U.	100	-	99,508	95,534	83,431	530,885	713,824	11,000	578,070	-	578,070
Estación de Compresión Soto la Marina, S.A.P.I. de C.V.	50	-	21,881	5,701	5,701	22,111	49,693	-	12,248	-	12,248
Enagás Perú SAC	1	99	6,474	(730)	(990)	(943)	4,540	-	1	-	1
Enagás México SA de C.V.	1	99	2,313	(346)	(364)	(1,455)	494	-	-	-	-
Enagás Emprende, S.L.U.	100	-	2,008	(1,270)	(954)	4,654	5,708	-	6,694	-	6,694
Enagás Services Solutions, S.L.U.	100	-	1,484	1,518	(1,139)	3,460	3,805	-	4,945	-	4,945
Mibgas Derivatives, S.A.	19	9	757	-	-	-	757	-	97	-	97

These Group companies are not listed on the Securities Markets.

In 2019 the following changes were made to the Company's equity instruments:

- As a result of the approval of a second cycle of the Long-Term Incentive Plan ("ILP") on March 29, 2019 at the General Shareholders' Meeting of Enagás, S.A. and of the regularisation of the previous Plan (**Note 4.4**), in accordance with BOICAC No. 75/2008, query No. 7, the Company increased the value of the equity instruments of each of the subsidiaries with beneficiaries assigned to the Plan, i.e. Enagás Transporte, S.A.U., Enagás GTS, S.A.U., Enagás Financiaciones, S.A.U., Enagás Internacional, S.L.U., Enagás México, S.A. de C.V. and Enagás Services Solutions, S.L.U., by a total of 428 thousands of euros in 2019 (392 thousands of euros in 2018 relating to the aforementioned Long-Term Incentive Plan). The counterparty of this contribution is included under the heading "Other equity instruments" of the net equity of the balance sheet at December 31, 2019, as a result of the cost assumed by the Company in each of the aforementioned subsidiaries.
- On March 4, 2019, the Company carried out a capital increase in Enagás Internacional, S.L.U. amounting to 20,000 thousands of euros with a share premium of 180,000 thousands of euros through a monetary contribution. This capital increase represented the issue of 20,000,000 shares.

Likewise, on March 6, 2019, Enagás Internacional, S.L.U. carried out a further capital increase of 500 thousands of euros with a share premium of 4,368 thousands of euros through a monetary contribution. This capital increase represented the issue of 500,000 new shares.

On May 6, 2019, the Company carried out a capital increase in Enagás Internacional, S.L.U. amounting to 5,500 thousands of euros with a share premium of 49,500 thousands of euros through a monetary contribution. This capital increase represented the issue of 5,500,000 new shares.

Finally, on July 25, 2019, Enagás Internacional S.L.U. carried out a capital increase of 10,800 thousands of euros with a share premium of 96,879 thousands of euros through a monetary contribution. This capital increase represented the issue of 10,800,000 shares.

The capital increases carried out in 2019 in Enagás Internacional, S.L.U. were performed mainly in order to finance the purchase of shareholding in the US company Tallgrass through certain subsidiaries in which Enagás Internacional, S.L.U. holds an interest.

- On March 7, 2019, the Company increased capital in Enagás Services Solutions, S.L.U. for 3,700 thousands of euros, of which 1,110 thousands of euros were contributed as shares and 2,590 thousands of euros as a share premium on said shares.

Additionally at July 2, 2019, Enagás Services Solutions, S.L.U. performed a capital increase by issuing 300,000 shares with a face value of one euro each, with a total share premium of 700 thousands of euros.

- On January 30, 2019 and March 26, 2019, Enagás Emprande, S.L.U. carried out two capital increases for the same amount, by issuing a total of 1,380,000 new shares, with a face value of one euro each, and a total share premium of 3,220 thousands of euros, through a fully paid-up monetary contribution in each of the increases.

Additionally at July 12, 2019, Enagás Emprande, S.L.U. performed a capital increase by issuing 294,000 new shares with a face value of one euro each, with a total share premium of 686 thousands of euros.

Lastly, on November 12, 2019 and December 4, 2019, Enagás Emprande, S.L.U. again increased capital by 2,300 thousands of euros and 1,700 thousands of euros, respectively, of which 1,200 thousands of euros were contributed in the form of shares with a face value of one euro each and 2,800 thousands of euros in the form of the associated share premium.

- On July 25, 2019 and October 16, 2019, Enagás Transporte, S.A.U. returned to the Company "other contributions from partners" amounting to 145,000 thousands of euros.

- On November 8, 2019, Enagás Renovable, S.L.U. was incorporated for an amount of 36 thousands of euros through the creation of 36,000 fully paid-up shares with a face value of one euro each.
- On December 26, 2019, Estación de Compresión Soto La Marina, S.A.P.I de C.V. performed a capital reduction by returning contributions to the partners. Consequently, the Company reduced its ownership interest in Estación de Compresión Soto la Marina S.A.P.I de C.V. by 4,027 thousands of euros.

It should be noted that on April 16, 2019, the merger by absorption of the companies Estación de Compresión Soto La Marina, S.A.P.I. de C.V., as the merging company, and Estación de Compresión Soto La Marina EPC, S.A.P.I. de C.V., as the merged company, took place. This merger had no impact on Enagás, S.A.'s investment in Soto La Marina, S.A.P.I. de C.V.

At December 31, 2019 the Company made an impairment adjustment to the value of its investment in Enagás México amounting to 79 thousands of euros. At December 31, 2018, the Company had not made any impairment adjustments to the value of direct investments in Group companies.

b) Loans to companies

	Long-term balances		Short-term balances	
	2019	2018	2019	2018
Enagás Internacional, S.L.U.	400,291	400,291	7,246	7,266
Total	400,291	400,291	7,246	7,266

The balances at December 31, 2019 and December 31, 2018 with loans to group companies relate in full to a loan granted to Enagás Internacional, S.L.U. amounting to 400,291 thousands of euros and the interest associated with this loan, which was accrued but not paid, amounting to 7,246 thousands of euros (7,266 thousands of euros at December 31, 2018).

Loans to group companies are subject to the market interest rate, with the average rate for 2019 and 2018 being 2.5% and 1.4% respectively.

The breakdown per maturity of these loans at year-end 2019 and 2018 is as follows:

2019	2020	2021	2022	2023	2024 and later years	Total
Loans and receivables	7,246	-	400,291	-	-	407,537
Total	7,246	-	400,291	-	-	407,537

2018	2019	2020	2021	2022	2023 and later years	Total
Loans and receivables	7,266	-	-	400,291	-	407,557
Total	7,266	-	-	400,291	-	407,557

c) Other financial assets

The "Other financial assets" heading includes the different accounts receivable from the investment in Gasoducto Sur Peruano, S.A. (hereinafter "GSP"), a company directly owned by Enagás Internacional, S.L.U. In relation to this investment, on January 24, 2017, the Directorate General of Hydrocarbons of the Peruvian Government's Ministry of Energy and Mines (hereinafter the "State of Peru") sent an official letter to GSP stating "the termination of the concession agreement owing to causes attributable to the concession holder", in accordance with the terms of Clause 6.7 of the "Improvements to the Energy Security of the Country and the Development of the Gasoducto Sur Peruano" (hereinafter "the Project") concession agreement, because the financial close had not been evidenced within the period established in the agreement (January 23, 2017), and proceeded to the immediate enforcement of the totality of the

guarantee for full compliance given by GSP (262,5 million dollars), to ensure fulfilment of the obligations relating to the concession, which in the case of Enagás generated a payment of 65.6 million dollars. Also in January 2017, they paid bank financing sureties (regarding GSP) to Enagás amounting to 162 million dollars, including both principal and interest pending payment. In December 2017, the process for delivering the Concession Assets held by GSP was substantially completed with the Peruvian State assuming control over them.

As a result of the termination of the concession contract, based on the opinion of the external and internal legal advisors of Enagás, the Peruvian State had the obligation to apply Clause 20 of the Concession Contract, calculating the Net Carrying Amount (hereinafter NCA) of the Concession Assets, calling a maximum of

three auctions to award the Concession, with the auction result being to pay GSP the NCA, based on the opinion of the external and internal legal advisors of Enagás. With the amount that GSP would have received for the NCA of the Concession Assets, it would have been able to settle its obligations to third parties and, if possible, reimburse the capital contributions made by its shareholders, as explained in the 2016 and 2017 Annual Accounts of Enagás, S.A.

As a result of inaction by the Peruvian State in relation to the aforementioned procedure, on December 19, 2017, Enagás notified the Peruvian State about the existence of a dispute relating to the investment in GSP with a view to reaching an amicable agreement on the terms of Article 9.1 of the Agreement for the Reciprocal Promotion and Protection of APPRI in Spanish signed by the Republic of Peru and the Kingdom of Spain. This notification represented the beginning of the six-month period for direct contact prior to initiating international arbitration in which the APPRI acts as the mechanism for recovering the investment in GSP.

Once the required six months of direct contact between Enagás and the Peruvian State had elapsed without reaching an amicable settlement of this dispute, on July 2, 2018, an application for the initiation of arbitration against the Peruvian State regarding its investment in GSP was filed by Enagás with the ICSID.

Through this arbitration procedure, it is expected that the Peruvian State will reimburse Enagás for its investment in GSP, this being the mechanism by which the financial assets recorded in the balance sheet would be recovered. Thus, it is expected that the Arbitration Court that hears the arbitration procedure at the ICSID will uphold with the arguments of Enagás, issuing an award recognising that the Peruvian State has not protected Enagás investment under the APPRI and, therefore, it must compensate it by paying the value of that investment.

With respect to this ICSID arbitration procedure, the arbitration tribunal was constituted on July 18, 2019, and on September 24, 2019 Resolution No. 1 was issued, establishing the procedural rules that will govern the arbitration procedure until the award is handed down. At present, the procedure is in the phase of preparation of written and oral proceedings before said tribunal, and Enagás' statement of claim was presented on January 20, 2020, at which time the phase of response by the Peruvian State has begun being the maximum deadline for completion of this phase of response by the end of May 2020.

In addition, also with the ICSID, it should be noted that on January 21, 2020, Odebrecht filed the arbitration claim against the Republic of Peru in order to recover its investment in GSP.

Regarding the Enagás' statement of claim, the main argument maintained by Enagás is that, if the Peruvian State had complied with its obligation under the Concession Contract, it would have calculated the NCA and organised the three auctions, which it was obliged to do, to award the Concession, and the proceeds of the auction would have been delivered to GSP, which would have applied the amount delivered to pay its creditors and return the capital to its shareholders. The claim by Enagás is based on the collection of the 100% of the NCA, from the Peruvian government, as on January 24, 2018, a year had transpired since the termination of the concession agreement, without any announcement of auctions. The absence of an auction means that the legal advisors of Enagás believe that it should be considered that GSP would have received 100% of the NCA because it was deprived of the possibility of receiving it when at least one of the auctions were not convened. Therefore, starting from the NCA considered, a certain payments waterfall would have been applied.

Enagás considers that, taking into account the NCA of the Concession Assets determined by an independent expert, and also taking into account the payment waterfall as per the terms of the insolvency legislation, as well as the contracts between Enagás and the members and creditors of GSP relating to subordination and credit agreements, if the State had fulfilled their obligations, and thus paid GSP the amount collected in the auction, Enagás would have recovered its investment.

There have been no changes in the amount of the NCA maintaining at December 31, 2019 the valuation made by a firm of independent experts hired by Enagás which its NCA total value amounts to 1,980 million dollars.

Taking into account this updated NCA, if the payment waterfall were to be applied to it as per the terms of the insolvency laws, the subordination and the assignment of credit agreements entered into by Enagás and its partners in GSP, Enagás would recover the total value of its investment claim with the ICSID in the amount of 511 million dollars.

In relation to the aforementioned contracts of subordination of rights and assignment of claims, their effectiveness and form of application has been successively questioned by Enagás' partners in GSP through different arbitration proceedings. The arbitration proceedings filed by Graña y Montero questioning the legitimacy of Enagás to claim its claims against GSP are still pending. Likewise, the INDECOPI authority has recognised the full effectiveness of the aforementioned agreements in GSP's bankruptcy process. In relation to this arbitration procedure, the company's Peruvian legal advisors consider that the possibility that such arbitration procedure will conclude with a negative result for Enagás is remote, considering such agreements to be fully valid and applicable.

As regards the arbitration proceedings against the State of Peru, based on the conclusions determined by the external and internal legal advisors of Enagás, the recoverability of the totality of the Enagás investment in GSP, consisting of receivables in relation to the aforementioned enforced guarantees to the total of 226.8 million dollars, interests of 1.8 million dollars, various invoices for professional services provided to the amount of 7.6 million dollars and the share capital contributed to GSP for the amount of 275.3 million dollars, is considered likely.

With regard to the recovery periods, assessing the time taken to resolve a dispute of this complexity in an international arbitration as well as the periods considered in the aforementioned ICSID Resolution No. 1, December 31, 2022 is maintained as the estimated date for obtaining an award favourable to Enagás' interests. The corresponding financial discounting is recorded for the three years up to that estimated recovery date as detailed in **Note 3.3**.

Based on this, the amounts outlined in the preceding paragraph are recorded at their updated value in the Balance Sheet dated December 31, 2019 for a total amount of 411,338 thousands of euros (402,635 thousands of euros at December 31, 2018).

Other related matters

On March 12, 2018, Law No. 30737 was published "guaranteeing immediate payment to the Peruvian government to repair civil damage caused by corruption and related crimes". On May 9, 2018, Supreme Decree 096-2018-EF was published, enacting the regulations of the aforementioned law.

In accordance with Article 9 of Law No. 30737, legal persons and legal entities in the form of partnerships, consortiums and joint ventures who may have benefited from the awarding of contracts, or subsequent to it, jointly with persons who have been convicted or who may have acknowledged having committed crimes against the public administration, asset laundering or related crimes, or their equivalents against the State of Peru, in Peru or abroad are classified as Category 2, and therefore fall within its scope of application.

In June 2019, the Peruvian Judiciary approved the Effective Partnership Agreement reached between the Odebrecht Group and the Peruvian Public Prosecutor's Office, and the GSP project was not included as one of the projects affected by corruption-related events. Subsequently, on October 14, 2019, Enagás Internacional received notification from the Peruvian Public Prosecutor's Office informing it of the existence of an extension of this effective partnership agreement with Odebrecht, in which it would be acknowledging that it had made illegal payments - according to the Public Prosecutor's Office - with respect to the GSP project, although there are still no facts known or consistent or proven links between GSP and corruption.

Notwithstanding the above comments on the extension of the initial Effective Collaboration Agreement signed by Odebrecht and the Public Prosecutor of Peru, there have been no new developments to date regarding the actions of the Peruvian Public Prosecutor's Office on the investigation of Odebrecht's activities in Peru and other investigations carried out by various bodies of the Peruvian Prosecutor's Office for alleged crimes that could somehow be related to the awarding of the project "Improvements to the country's energy security and development of the Southern Peru Gas Pipeline", and the situation described in **Note 1.4.c** of the Annual Accounts of Enagás, S.A. for fiscal year 2018, has been maintained. In this regard, two investigations are known to be in progress:

- The first one signed with Folder 321-2014, related to aggravated collusion between a former Odebrecht employee and a public official, whose control and clean-up phase has been resumed on June 28, 2019, after the Supreme Court rejected the request of the Ad Hoc Attorney's Office of Peru to include one of Odebrecht's subsidiaries as a civil third party. At this stage it is expected that a decision on the opening of the oral proceedings will be taken.

Based on the opinions of Enagás external legal advisors for the Peruvian criminal code, the possibility of sentencing Odebrecht's former employee is considered to be remote. In this same case, the preparatory investigative court has declared the incorporation of GSP as a liable third party as wrongful.

- The second investigation opened is in the preliminary stage at the public prosecutor's office, signed with Folder 12-2017, with an Enagás employee amongst those being investigated, as well as on July 17, 2019 the communication of the inclusion of Enagás Internacional, S.L.U. as being under investigation was received.

Based on the opinion of our external legal advisors in Peruvian criminal law, it is maintained that to date there is no indication that the investigations could be detrimental to Enagás.

Even without evidence of a criminal conviction or a confession of the commission of crimes, as required under Article 9 of Law No. 30737, on June 28, 2018, the State of Peru classified Enagás Internacional on the "List of Contracts and Subjects of Category 2 indicating the legal person or legal entity included under Section II of Law No. 30737" in relation to the concession contract awarded to GSP. The application of the mentioned standard involves different measures such as setting up an escrow account, reporting information, the limitation of transfers to other countries or the preparation of a compliance programme.

The total amount of the Trust, estimated at 50% of the total average net equity, corresponding to its participation in GSP, confirmed with the Ministry of Justice, amounts to 65.5 million dollars. At present, once the trust agreement with the banks has been executed, it is submitted to the Ministry of Justice of Peru in accordance with the established terms, pending its approval.

Moreover, Law No. 30737 also imposes a ban on companies included on the list from making transfers outside of Peru, which, based on the conclusions of the external and internal legal advisers, would only be applicable to investment in GSP, notwithstanding a restriction on dividends to pay for the COGA and TGP societies, also considering that investment in the latter is protected by the Legal Stability Agreement in Peru. It should be noted that Enagás, S.A. holds an indirect stake in these companies through its holding in Enagás Internacional, S.L.U.

In light of the above, the Enagás Group believes that these regulations do not have a negative effect on the recovery of accounts receivable through the international arbitration process indicated above.

Based on all of the above, the directors of Enagás, in line with the opinion of their external and internal legal advisers, and of an independent expert and independent expert accountant, consider these facts to have no bearing on the estimation for recovery of the investment in the stake in GSP and the previously mentioned receivables to the amount of 411,338 thousands of euros (402,635 thousands of euros at December 31, 2018).

1.5 Dividends distributed and proposed

a) Proposed distribution of profit attributable to the company

The appropriation of 2019 profit corresponding to the Company proposed by the Board of Directors and which will be submitted for approval by the General Shareholders' Meeting is as follows:

	12.31.2019
Dividend	396,222
Legal reserve	6,977
TOTAL	403,199

At a meeting held on December 16, 2019, the Board of Directors of Enagás, S.A. agreed to distribute an interim dividend charged against 2019 profit, based on the necessary liquidity statement, expressed in thousands of euros, amounting to 152,469 thousands of euros (0.64 euros gross per share), in accordance with Article 277 of the Spanish Corporate Enterprises Act.

Likewise, it was agreed to set up a legal reserve amounting to 6,977 thousands of euros, representing 20% of share capital, in accordance with the Corporate Enterprises Act, which stipulates that 10% of profit for the year must be transferred to the legal reserve until it represents at least 20% of share capital (**Note 3.1.d**).

The provisional accounting records prepared by the Company, in accordance with legal requirements and which presented balances sufficient for the distribution of the interim dividend in 2019, were as follows:

Provisional accounting statement at November 30, 2019	
Net accounting result	13,488
10% legal reserve	-
Interim dividend received from Group companies	392,000
Profit "available" for distribution	405,488
Forecast payment on account	(152,469)
Forecast cash balance for the period from November 30 to December 31:	
Cash balance	28,719
Projected collection for the period considered	325,712
Credit lines and loans available from financial institutions	1,500,000
Payments projected for the period under consideration (including the payment on account)	(216,822)
Estimated available financing before dividend distribution	1,637,609

The aforementioned interim dividend was paid on December 23, 2019.

In addition to the proposed distribution of profit for 2019, it is proposed that a dividend of 7,757 thousands of euros be paid out of voluntary reserves, bringing the total gross dividend proposed to 0.96 euros per share.

The dividend is subject to approval by the ordinary General Shareholders' Meeting and is not included as a liability in these Annual Accounts. Thus, this gross complementary dividend will total up to a maximum amount of 251,510 thousands of euros.

b) Total dividends paid

In addition to the aforementioned interim dividend for 2019, during 2019 Enagás, S.A. distributed the gross complementary dividend for 2018.

This dividend amounted to 218,697 thousands of euros (0.918 euros per share) and was paid on July 3, 2019.

1.6 Commitments and guarantees

Accounting policies

- A financial guarantee contract is a contract which requires that the issuer makes specific payments to repay the holder for losses incurred when a specific debtor does not fulfil payment obligations at maturity, in accordance with the original or modified conditions of a debt instrument. The rights and obligations associated with a financial guarantee will be considered as financial assets and financial liabilities. For subsequent valuation, a contract will be recognised as the greater amount of a) the amount resulting from standards relating to provisions or b) accumulated amortisation of the initial measurement and possible accrued income.
- An investment commitment corresponds to that obligation contracted with a related party which can give rise to outflows of funds or other resources in the future. The following is included among these: commitments not recognised in connection with contributing funds or resources as a consequence of incorporation agreements, capital intensive projects carried out by a business combination, commitments not recognised in connection with providing loans or other financial support to the business combination, or commitments not recognised in connection with acquiring a stake, regardless of whether a specific future event occurs or not.

At December 31, 2019 and 2018, the detail of the Company's commitments and guarantees is as follows:

Commitments and guarantees	Group employees, companies or entities (Note 4.3)	Other related parties (Note 4.3)	Third parties	Total
2019				
Guarantees for related parties debts	4,857,681	-	-	4,857,681
Guarantees and sureties granted - Other	143,411	23,333	39,370	206,114
Total	5,001,092	23,333	39,370	5,063,795
2018				
Guarantees for related parties debts	4,778,148	-	-	4,778,148
Guarantees and sureties granted - Other	90,602	22,895	29,685	143,182
Total	4,868,750	22,895	29,685	4,921,330

a) Guarantees for related parties debts

	Thousands of euros	
	2019	2018
E. Financiaciones debt guarantee	3,822,273	3,964,682
Enagás Transporte debt guarantee	-	147,514
Enagás Internacional debt guarantee	-	70,536
Enagás Internacional debt guarantee on the line of credit with Banco Santander	102,453	142,827
TAP debt guarantee	522,952	452,589
Enagás USA debt guarantee	409,811	-
Enagás Services debt guarantee	192	-
Total	4,857,681	4,778,148

The guarantees outlined above mainly correspond to:

- The guarantees provided by Enagás, S.A. for all the debt of Enagás Financiaciones for both the bond issues and the loans granted by the European Investment Bank and the Instituto de Crédito Oficial, amounting to 3,822,273 thousands of euros (3,964,682 thousands of euros at December 31, 2018).
- The "Guarantees on related party debts" caption includes the corporate guarantee granted by Enagás, S.A. on behalf of the financial entities of Trans Adriatic Pipeline, AG (TAP), in accordance with the Financing Contract signed by this company on November 30, 2018. This guarantee basically covers the following items:
 - Principal and interests of the Financing Contract drawn by TAP.
 - Market value of the hedging instrument over the interest rate.

At December 31, 2019, the amount guaranteed by Enagás in favour of TAP's creditor financial institutions amounted to 522,952 thousands of euros (452,589 thousands of euros at December 31, 2018). The increase was due to the higher degree of disposal of the TAP loan as well as the purchase of interest rate hedges.

The corporate guarantee was granted by Enagás S.A. jointly with TAP's other partners, so Enagás will only be liable, hypothetically, for the amount corresponding to its holding the share capital of TAP.

This guarantee will be released subject to the fulfilment of certain conditions agreed with TAP's creditors, mainly related to the start-up of the project.

Following commissioning and until the maturity of the loan, there will also be a shareholders' support mechanism, which in the case of the Enagás Group is Enagás Internacional S.L.U., for the repayment of the TAP loan through capital contributions or direct payments to the creditors (Debt Payment Undertaking), to be activated under certain extraordinary circumstances.

Both the guarantee during the construction period and this support mechanism during the operating period are contractually limited by a cap in force throughout the life of the financing arrangement, so that the amounts claimed from Enagás may never exceed a total amount of 903,322 thousands of euros, regardless of the market value of the derivative or any other contingency.

- The guarantees provided by Enagás, S.A. for the debt that Enagás USA, S.L.U. holds with La Caixa to finance the purchase of Tallgrass, which at December 31, 2019 amounted to 409,811 thousands of euros.
- At December 31, 2018, the guarantee provided by Enagás, S.A. for the debt held by Enagás Internacional to finance the purchase of the Swedegas Group was included.

In this regard, on November 21, 2018, the entire shareholding that Enagás Internacional, S.L.U. held in the Swedegas Group was sold. In April 2019, with the cash obtained from this sale, Enagás Internacional proceeded to cancel the aforementioned loan.

Furthermore, Enagás, S.A. guarantees the amount drawn down by Enagás Financiaciones, S.A.U. in the Euro Commercial Paper Programme (ECP) (**Note 3.2.b**). At December 31, 2019, Enagás Financiaciones, S.A.U. had not drawn down any amounts.

Finally, on May 17, 2019, Enagás Financiaciones, S.A.U. renewed the Euro Medium Term Note (EMTN) programme for a maximum amount of 4,000 million euros, registered in the Luxembourg Stock Exchange in 2012, with Enagás, S.A. as guarantor.

b) Guarantees and sureties granted - Other

This heading includes the following guarantees and sureties granted to group companies at December 31, 2019:

- The technical sureties granted to third parties by Enagás Transporte, S.A.U. amounting to 3,712 thousands of euros (5,123 thousands of euros at December 31, 2018) and by Gas to Move Transport Solutions, S.L., amounting to 877 thousands of euros (1,469 thousands of euros at December 31, 2018) and Enagás Renewable, amounting to 24,000 thousands of euros, all of which are counter-guaranteed by Enagás, S.A.
- On December 16, 2019, Enagás, through certain subsidiaries in which it holds interest together with Blackstone Infrastructure Partners, GIC (Sovereign Wealth of Singapore),

NPS and USS and other minority shareholders (the "Sponsors"), have signed with Tallgrass Energy LP ("Tallgrass"), among other documents, a merger agreement (Agreement and Plan of Merger). Under said agreement, the "Sponsors" will acquire the class A shares of Tallgrass that they do not already own. By signing this contract, Enagás, S.A., through its subsidiaries, has investment commitments in Tallgrass Energy, L.P. amounting to 745,050 thousands of euros.

Therefore, the Company, through its subsidiaries, has provided a guarantee amounting to 28,277 thousands of euros in relation to the execution of the investment commitment in Tallgrass. This amount corresponds to Enagás' share of the total guarantee of 105 million dollars required from members.

- The Company counter-guarantees Enagás Internacional, S.L.U. the bid bond for the port concession in Colombia for the Buenaventura project in the amount of 1,336 thousands of euros (December 31, 2018: 1,311 thousands of euros).
- Also, Enagás, S.A. guarantees the hedging transactions arranged by Enagás Financiaciones, S.A.U. and Enagás Internacional, S.L.U., the fair value of which amounted to 85,209 thousands of euros at December 31, 2019 (61,299 thousands of euros at December 31, 2018).
- At December 31, 2018 this caption includes the guarantee agreed by Enagás S.A. regarding the obligations of Enagás Internacional, S.L.U. towards Hellenic Republic Asset Development Fund S.A. for its participation in the sale of 66% of Hellenic Gas Transmission System Operator, S.A. (hereinafter 'DESFA'), for the amount of 21,400 thousands of euros. Said guarantee was cancelled on January 9, 2019 when the transaction was closed on December 20, 2018.

Guarantees and sureties granted with other related parties and third parties at December 31, 2019 include:

- The guarantees granted before the Federal Electricity Commission ("FEC") in connection with the service contracts relating to the Gasoducto de Morelos and Estación de Compresión Soto La Marina projects in the amount of 8,909 and 8,013 thousands of euros, respectively, granted by the related party Banco Santander (8,738 and 7,746 thousands of euros at December 31, 2018).
- Technical guarantees granted to third parties to cover certain liabilities that may arise from the execution of the contracts that constitute their activity, in the amount of 45,781 thousands of euros at December 31, 2019 (36,096 thousands of euros in financial year 2018), of which 6,411 thousands of euros correspond to guarantees formalised with Banco Santander (6,411 thousands of euros at December 31, 2018), an entity that, as defined in **Note 4.3** meets the definition of a related party.

2. Operational performance of the company

Relevant aspects

Operating profit

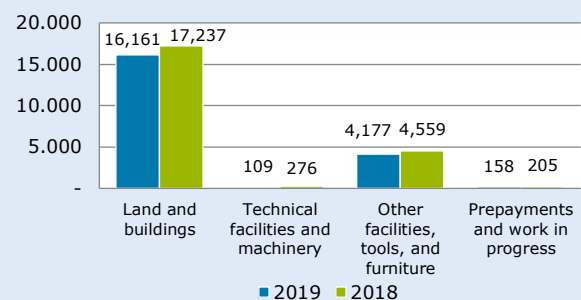
- Operating profit increased by 12.9% with respect to 2018, amounting to 457,017 thousands of euros (**Note 2.1**).
- The main income that makes up the Revenue is the income for dividends received from Group Companies that has increased with respect to the income received in 2018 under the same item at 15.5%, amounting to 472,000 thousands of euros (**Note 2.1**).

Trade receivables

- "Trade debtors and other current accounts receivable" mainly includes accounts receivable from the different Group companies to which the Company provides holding services. (**Note 2.2**).

Property, plant, and equipment

- The net carrying amount of the tangible fixed assets at December 31, 2019, is as follows: (**Note 2.4**):



2.1 Operating profit

Accounting policies

Recognition of income

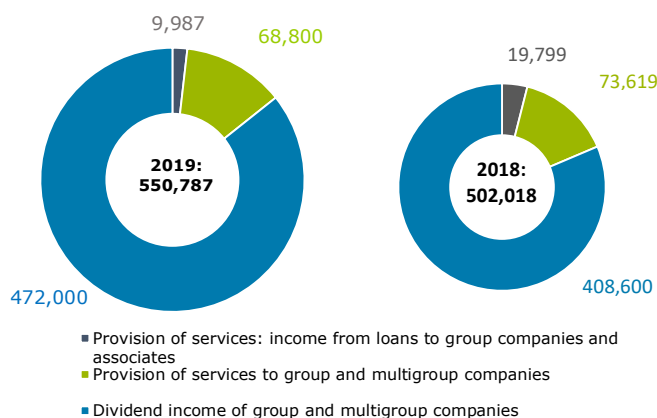
- In applying the criteria of the Spanish Accounting and Audit Institute through BOICAC 79, on the classification for accounting purposes in separate financial statements of the income and expenses of holding companies that apply the Spanish National Chart of Accounts, approved by Royal Decree 1514/2007, and on the calculation of the Company's revenue, the dividends and interest on loans received from its affiliates are included as an integral part of the Company's revenue.
- Income and expenses are also recognised on an accruals basis, i.e. when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises. Income is measured at the fair value of the consideration received, net of discounts and tax.
- Ordinary revenue from the rendering of services is recognised by reference to the stage of completion of the transaction at the balance sheet date, provided the result of the transaction can be estimated reliably.
- Interest income from financial assets is recognised using the effective interest method and dividend income is recognised when the shareholder's right to receive payment is established. Interest and dividends from financial assets accrued after the date of acquisition are in any case recognised as income in the income statement.

Recognition of expenses

- Expenses are recognised in the income statement when there is a decrease in the future economic benefit related to a reduction in an asset or an increase in a liability that can be measured reliably. This means that an expense is recognised simultaneously with the recognition of the increase in the liability or the reduction of the asset.
- An expense is recognised immediately when a payment does not generate future economic benefits or when the prerequisites for capitalisation as an asset are not met.

a) Revenue

The breakdown of revenue by activity is the following:



The amount of dividends received in financial year 2019 amounting to 472,000 thousands of euros corresponds to the following distribution of dividends in the year 2019:

- In financial year 2019, Enagás Transporte, S.A.U. distributed an additional dividend amounting to 40,000 thousands of euros, as well as an interim dividend for financial year 2019 amounting to 392,000 thousands of euros (while in financial year 2018 it distributed an interim dividend for the financial year in the amount of 347,600 thousands of euros and an extraordinary dividend charged to reserves amounting to 50,000 thousands of euros).
- In 2019, Enagás Internacional, S.L.U. distributed a final dividend of 40,000 thousands of euros (in 2018 it distributed an interim dividend of 11,000 thousands of euros).

The breakdown of revenue in 2019 and 2018 by geographical markets is provided below:

	12.31.2019	12.31.2018
Spain	550,059	500,242
Latin America	728	1,776
Total	550,787	502,018

b) Personnel expenses and social contributions

	12.31.2019	12.31.2018
Wages and salaries	34,445	33,241
Termination benefits	1,074	1,794
Social Security	5,307	4,812
Other personnel expenses	5,729	4,872
Contributions to external pension funds (defined contribution plan)	832	808
Total	47,387	45,527

It should be noted that in 2019 a staff restructuring plan was implemented culminating in the voluntary redundancy of 4 professionals that will leave during the first quarter of 2020, although, at the end of 2018 they already fulfilled the necessary requirements for their provision (in 2018, 7 professionals agreed to voluntary redundancy).

	12.31.2019	12.31.2018
Social contributions:		
-Social Security	5,307	4,812
-Contributions to pension schemes	2,354	2,131
-Other social contributions	4,207	3,549
Total	11,868	10,492

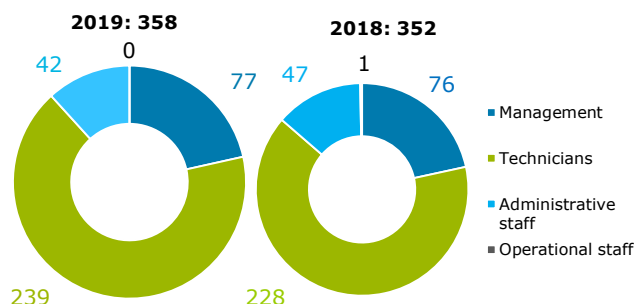
Company contributions to the pension plan amounted to 832 thousands of euros in financial year 2019 (808 thousands of euros in financial year 2018) and are recorded under the heading "Social contributions", included under the heading "Personnel Expenses" of the attached Income Statement. Furthermore, it includes the Directors' Savings Plan in the amount of 1,522 thousands of euros (1,323 thousands of euros in 2018).

The Company makes contributions, in accordance with the approved pension plan adapted to the provisions of the Spanish Pension Plans and Funds Act, to a defined contribution plan called "Enagás Fondo de Pensiones", whose fund manager is Gestión de Previsión y Pensiones, S.A. and its custodian Banco Bilbao Vizcaya Argentaria, S.A., and which covers the Company's obligations with respect to serving employees. The aforementioned plan recognises certain vested rights for past service and undertakes to make monthly contributions averaging 4.02% of eligible salary (3.99% in 2018). It is a mixed plan covering retirement benefits, disability and death. The total number of people adhered to the plan at December 31, 2019 totalled 317 participants (328 participants at December 31, 2018).

The contributions made by the Company each year in this connection are recognised under "Personnel Expenses" in the Income Statement. At year-end 2019 and 2018, there were no contributions payable in this connection.

In addition, the Company has outsourced its pension commitments with its executives by means of a mixed group insurance policy for pension commitments, including benefits in the event of survival, death and employment disability.

The average number of employees at Enagás S.A. by professional category is as follows:



At December 31, 2019, the Company's workforce consisted of 351 employees (364 employees in 2018).

The distribution of the professional categories by gender is as follows:

Categories	2019		2018	
	Men	Women	Men	Women
Management	49	26	56	23
Technicians	107	129	113	124
Administrative staff	5	35	6	41
Operational staff	-	-	1	-
Total	161	190	176	188

"Management" includes Senior Management of Enagás S.A., comprising nine persons (seven men and two women). (Note 4.4). During 2019 and 2018, the average number of staff with disabilities greater than or equal to 33% employed by the Company, broken down by categories, is as follows:

2.2. Trade and other receivables

Accounting policies

- Financial assets are recognised in the Balance Sheet at the transaction date when the Company becomes party to the contractual terms of the instrument.

Loans and receivables

- This heading comprises financial assets arising from the sale of goods or the rendering of services in the course of the Company's business, or financial assets which, not having commercial substance, are not equity instruments or derivatives with fixed or determinable payments and are not traded in an active market.
- The said financial assets are initially recognised at fair value of the consideration paid, plus transaction costs directly attributable to the acquisition. Subsequently, they are measured at amortised cost.
- The Company derecognizes financial assets when the contractual rights to the cash flows from the financial asset expire or are transferred, which implies transferring

	2019	2018
Management	-	-
Technicians	2	2
Administrative staff	2	1
Operational staff	-	1
Total	4	4

c) Other operating expenses

	12.31.2019	12.31.2018
External services	39,021	44,681
Taxes	833	1,356
Total	39,854	46,037

The most significant expenses under the heading "External services" correspond to repair and maintenance services required for the rendering of services amounting to 13,308 thousands of euros at December 31, 2019 (12,094 thousands of euros at December 31, 2018) as well as for the services of independent professionals amounting to 7,329 thousands of euros at December 31, 2019 (10,506 thousands of euros at December 31, 2018) and other services amounting to 9,656 thousands of euros at December 31 (12,156 thousands of euros at December 31, 2018).

substantially all the risks and rewards inherent in ownership of the financial asset; this is the case in firm asset sales, trade receivable factoring transactions in which the Group retains neither credit risk nor interest rate risk, sales of financial assets with an agreement to repurchase them at their fair value, and securitizations in which the granting company neither retains subordinated financing, grants any form of guarantee nor assumes any other type of risk.

- However, the Company does not derecognise those financial assets and instead recognises a financial liability equal to the consideration received, in the transfer of financial assets in which it retains substantially all the risks and rewards incidental to ownership, such as discounted bills, recourse factoring, disposals of financial assets under repurchase agreements at fixed prices or at the sales price plus interest, and securitisations of financial assets in which the Group retains subordinate liability or grants other types of guarantees which would substantially absorb all possible losses.

Significant estimates and judgements

- At least at each year-end, the Company performs an impairment test on financial assets not measured at fair value. Objective evidence of impairment is considered to exist when the recoverable amount of the financial asset is lower than its carrying amount. When this occurs, the impairment loss is recognised in the income statement.
- Specifically, the criterion employed by the Company to calculate any adjustments is to recognise impairment provisions at the difference between the recoverable amount of the receivables and their carrying amount. The recoverable amount of receivables is calculated by discounting estimated future cash flows using the effective interest rate at the outset of the transaction.
- If, in subsequent periods, the value of the financial asset measured at amortised cost recovers, then the impairment loss is reversed. The reversal shall not result in a carrying amount of the financial asset that exceeds the carrying amount had the impairment not been recognised. The reversal is recognised in the Income Statement of the year.

The balance recorded under "Clients, Group companies and associates" at December 31, 2019 and 2018 has the following breakdown (**Note 4.3**):

	12.31.2019	12.31.2018
Enagás Internacional, S.L.U.	595	194
Gasoducto Morelos S.A.P.I. de CV	255	269
Enagás GTS, S.A.U.	1,205	1,306
Enagás Transporte, S.A.U.	8,311	7,038
Enagás Services Solutions, S.L.U.	752	2,408
Enagás Emprende, S.L.U.	294	1,398
Enagás Holding USA, S.L.	1,470	-
Other	830	877
Total	13,712	13,490

These balances relate primarily to the provision of corporate services by Enagás S.A. with due dates after December 31, 2019, so they have not been charged at the date of authorising these Annual Accounts.

2.3 Trade and other payables

Accounting policies

- Trade and other payables are financial liabilities that do not accrue explicit interest and are recognised at their face value provided the effect of financial discounting is not significant.
- These payables are initially recognised at the fair value of the consideration received, adjusted by directly attributable transaction costs. These liabilities are subsequently measured at their amortised cost.
- In accordance with the ICAC Resolution of January 29, 2016, the calculation of the average payment period to suppliers takes into consideration the commercial transactions corresponding to the delivery of goods or rendering of services accrued since the date of the entry into force of Law 31/2014, of December 3.
- Suppliers, for the exclusive purposes of providing the information set forth in this Resolution, are considered to be trade payables owed to suppliers of goods and services included in the items "Payable to suppliers", "Payable to suppliers - Group companies and associates" and "Other payables" under current liabilities in the balance sheet.
- "Average payment period to suppliers" is understood to be the time that passes between the delivery of the goods or rendering of the services by the supplier and the material payment for the transaction.
- The maximum payment term applicable to the Company in 2018 under Law 3/2004, of December 29, establishing measures to combat late payments in commercial transactions, is 60 days. In order to obtain the foregoing information, payment obligations that have been the object of withholdings as a result of embargoes, enforcement orders, administrative compensation proceedings, or other similar acts handed down by legal or administrative bodies were excluded.

Trade and other payables

Trade and other payables	12.31.2019	12.31.2018
Suppliers	9,931	11,159
Suppliers, group companies and associates	336	2,185
Personnel	6,814	10,078
Other debts with the Public Administrations (Note 4.2)	29,991	27,285
Total	47,072	50,707

The balance of the "Suppliers" heading is mainly the purchases of materials and services provided to Enagás, S.A. whose counterpart is recorded in "external services" and "fixed assets" captions of the income statement and the balance sheet, respectively.

The "Personnel" heading includes the accrual of the variable remuneration corresponding to the current year, which is paid during the first quarter of 2020.

Also at December 31, 2018, this heading included the outstanding payment for the cash portion of the Long-Term Incentive Plan as well as the three-year bonus plan for contribution to results aimed at the remaining staff of the Company. These items amounted to a total of 4,144 thousands of euros. These amounts were settled in April 2019. Also, the amounts for the same items during 2019 are recorded under the heading "Long-term provisions for personnel" (Note 2.8).

2.4 Property, plant, and equipment

Accounting policies

- The cost model is applied, that is, the corresponding assets are measured at acquisition or production cost less the corresponding accumulated amortisation and any impairment losses.
- Acquisition or production cost includes:
 - Finance expenses relating to the financing of infrastructure projects accrued only during the construction period, when the building work lasts for more than one year.
 - Personnel expenses directly related to work in progress, lowering personnel expenses (Note 2.1).
- The costs of renovation, extension or improvement are incorporated into the asset as the greatest value of the asset exclusively when they imply an increase in its capacity, productivity or prolongation of its useful life, with deduction of the net carrying amount of the substituted goods, if any. Conversely, the periodic expenses of maintenance, conservation and repair are charged to income for the year in which they are incurred.

Information on the average payment period

The disclosures required in the second additional provision of Law 31/2014, of December 3, prepared in accordance with the ICAC Resolution of January 29, 2016, are as follows:

Days	2019	2018
Average payment period to suppliers	45	41
Ratio of paid operations	45	42
Ratio of operations pending payment	48	28

Amount	2019	2018
Total payments made	57,265	52,041
Total pending payments	1,618	4,958

Amortisation entered on a linear basis once the assets are ready for use, in accordance with the following useful lives:

	Annual rate	Useful life (years)
Buildings	3%-2%	33.33-50
Other technical facilities and machinery	12%-5%	8.33-20
Equipment and tools	30%	3.33
Furniture and fixtures	10%	10
Information technology equipment	25%	4
Transport equipment	16%	6.25

Significant estimates and judgements

- The amortisation of assets recorded as property, plant and equipment follows the straight-line method, applying annual amortisation percentages calculated based on the years of estimated useful life of the respective assets.
- The Directors consider that the carrying amounts of the assets do not exceed the recoverable amounts which result from calculating discounted future cash flows generated by said assets based on foreseen remuneration under current regulations.

2019	Opening balance	Inputs or provisions	Increases or decreases due to transfers	Decreases, disposals or reductions	Balance at year-end
Land and buildings	34,613	13	1	-	34,627
Technical facilities and machinery	4,744	2	-	-	4,746
Other facilities, tools, and furniture	37,742	922	142	(6,694)	32,112
Prepayments and work in progress	205	165	(143)	(69)	158
Total cost	77,304	1,102	-	(6,763)	71,643
Land and buildings	(17,376)	(1,090)	-	-	(18,466)
Technical facilities and machinery	(4,468)	(169)	-	-	(4,637)
Other facilities, tools, and furniture	(33,183)	(1,419)	-	6,667	(27,935)
Prepayments and work in progress	-	-	-	-	-
Total amortisation	(55,027)	(2,678)	-	6,667	(51,038)
Land and buildings	17,237	(1,077)	1	-	16,161
Technical facilities and machinery	276	(167)	-	-	109
Other facilities, tools, and furniture	4,559	(497)	142	(27)	4,177
Prepayments and work in progress	205	165	(143)	(69)	158
Net Carrying Amount of Property, plant, and equipment	22,277	(1,576)	-	(96)	20,605

2018	Opening balance	Inputs or provisions	Increases or decreases due to transfers	Decreases, disposals or reductions	Balance at year-end
Land and buildings	31,973	661	1,979	-	34,613
Technical facilities and machinery	4,733	11	-	-	4,744
Other facilities, tools, and furniture	36,592	1,136	14	-	37,742
Prepayments and work in progress	2,026	172	(1,993)	-	205
Total cost	75,324	1,980	-	-	77,304
Land and buildings	(16,324)	(1,052)	-	-	(17,376)
Technical facilities and machinery	(4,032)	(436)	-	-	(4,468)
Other facilities, tools, and furniture	(31,838)	(1,345)	-	-	(33,183)
Prepayments and work in progress	-	-	-	-	-
Total amortisation	(52,194)	(2,833)	-	-	(55,027)
Land and buildings	15,649	(391)	1,979	-	17,237
Technical facilities and machinery	701	(425)	-	-	276
Other facilities, tools, and furniture	4,754	(209)	14	-	4,559
Prepayments and work in progress	2,026	172	(1,993)	-	205
Net Carrying Amount of Property, plant, and equipment	23,130	(853)	-	-	22,277

The entries recorded under the "Other facilities, tools and furniture" caption at December 31, 2019 relate to the acquisition of computer equipment necessary for certain corporate projects, in a total amount of 918 thousands of euros, while the entries and transfers recorded under "Land and buildings" relate to increases in different remodellings of the offices at Headquarters.

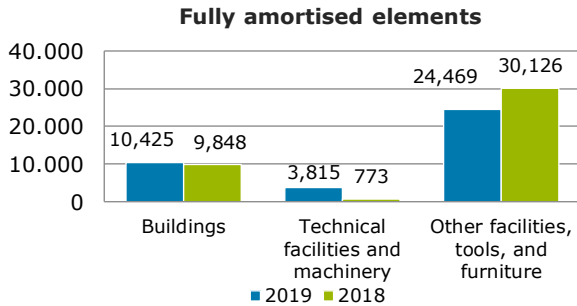
Likewise, the impact of "Work by the company for fixed assets" involved an increase in the investment of 201 thousands of euros in financial year 2019 (291 thousands of euros in financial year 2018).

There are no mortgages or encumbrances of any type on assets recorded as property, plant, and equipment.

It is the Company policy to insure its assets to ensure that there is no significant loss of equity, based on best market practices, given the nature and characteristics of Property, Plant and Equipment.

In addition, the Company has contracted the corresponding insurance policies to cover third party civil liabilities.

Fully depreciated PP&E items recognised by Enagás and still in use at 2019 and 2018 year-end are broken down as follows:



2.5 Intangible assets

Accounting policies

- As a general rule, intangible assets are initially measured at acquisition or production cost. They are subsequently measured at cost less accumulated amortisation and impairment losses, if any.

Research and development expenses

- Research costs are activated, with 95% of the cost amortised in the first year and the rest in the following year, provided that they are specifically identified by project, their amount can be clearly established and there are well-founded reasons for trusting in the technical success and in economic-commercial profitability of the project.
- Development costs are capitalised by amortising on a straight-line basis over the corresponding useful life, provided they are specifically related to projects, their amounts can be clearly established, and technical success and economic feasibility of the project are reasonably assured.

IT applications

- Acquisition and development costs incurred with respect to basic IT systems used for management are recognised with a charge to "Intangible assets" in the balance sheet. Maintenance costs of IT systems are recognised in the income statement for the year in which they are incurred. They are measured at the amount disbursed for ownership or right-of-use of the IT programmes, as well as their production cost if they are developed by the Company. They are amortised over a period of four years.
- Intangible fixed assets amortised based on their defined service life, if any, which is equivalent to the following amortisation percentages:

	Annual rate	Useful life
Development costs	5%-50%	20-2
Other intangible assets	20%	5
IT applications	25%	4

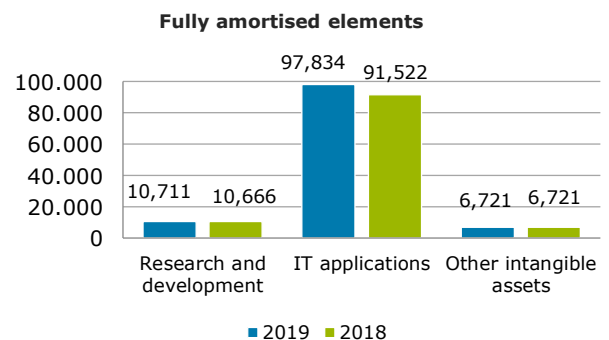
2019	Opening balance	Inputs or provisions	Increases or decreases due to transfers	Decreases, disposals or reductions	Balance at year-end
Research and development	10,886	295	-	-	11,181
IT applications	113,515	4,612	-	(8)	118,119
Other intangible assets	6,724	-	-	-	6,724
Total cost	131,125	4,907	-	(8)	136,024
Research and development	(10,733)	(355)	-	-	(11,088)
IT applications	(101,661)	(4,614)	-	-	(106,275)
Other intangible assets	(6,724)	-	-	-	(6,724)
Total amortisation	(119,118)	(4,969)	-	-	(124,087)
Research and development	153	(60)	-	-	93
IT applications	11,854	(2)	-	(8)	11,844
Other intangible assets	-	-	-	-	-
Net Carrying Amount Intangible Assets	12,007	(62)	-	(8)	11,937

2018	Opening balance	Inputs or provisions	Increases or decreases due to transfers	Decreases, disposals or reductions	Balance at year-end
Research and development	10,783	103	-	-	10,886
IT applications	108,115	5,400	-	-	113,515
Other intangible assets	6,724	-	-	-	6,724
Total cost	125,622	5,503	-	-	131,125
Research and development	(10,664)	(69)	-	-	(10,733)
IT applications	(96,675)	(4,986)	-	-	(101,661)
Other intangible assets	(6,713)	(11)	-	-	(6,724)
Total amortisation	(114,052)	(5,066)	-	-	(119,118)
Research and development	119	34	-	-	153
IT applications	11,440	414	-	-	11,854
Other intangible assets	11	(11)	-	-	-
Net Carrying Amount Intangible Assets	11,570	437	-	-	12,007

The additions to "IT applications" in 2019 refer mainly to the following projects:

- Workday Implementation Software amounting to 853 thousands of euros.
- Software Unified communications amounting to 605 thousands of euros.
- IT Infrastructures Software Evolution 2019 amounting to 599 thousands of euros.
- Software Implementation of the Digital WorkPlace Programme amounting to 411 thousands of euros.

At December 31, 2019 and 2018, the Company had recorded fully amortised intangible assets that remained in use, based on the following detail:



2.6 Impairment of non-financial assets

Accounting policies

- At each year-end, or when there are indications of impairment, the Group analyses the recoverable amounts to determine the possibility of impairment. This recoverable amount is the greater of the market value minus the cost necessary for its sale and the value in use, understood as the current value of the estimated future cash flows. For the calculation of the recovery value of property, plant, and equipment the value in use is the criterion,

the value in use is the criterion used by the Company in most cases.

- In the event that the recoverable amount is lower than the net carrying amount of the asset, the corresponding impairment provision is recorded by the difference, charged to "Impairment and gains /(losses) on disposal of assets" in the attached income statement.

Significant estimates and judgements

- Determination of impairment losses on non-current assets other than financial assets is based on fulfilment of a series of hypotheses which are described below in this note and are revised annually.
- To estimate value in use, the Company estimates projections regarding future cash flows before taxes based on the most recent budget forecasts approved by the Directors. These budgets use the best available income and costs estimates for each element, using sector forecasts, past experience and future expectations.

These forecasts cover flows for future years, applying reasonable growth rates that, in any case, from the last year are increasing.

- To calculate the current value, these flows are discounted at a rate, before taxes, which includes the cost of business capital. For its calculation, the current value of money is taken into consideration together with the risk premiums generally used by analysts of the business in question.

During the twelve months of financial year 2019, there were no movements with respect to the provisions for impairment losses of assets held by the Company in addition to those mentioned in each note of these Annual Accounts.

2.7 Leases

Accounting policies

- Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. All other leases are classified as operating leases.

Finance leases

- At December 31, 2019 and 2018 the Company had no finance leases.

Operating leases

- In operating leases in which the Company acts as the lessee, expenses resulting therefrom are charged to income statement for the year in which they are incurred.
- Any proceeds or payments in connection with an operating lease are treated as advance proceeds or payment and recognised in the income statement over the term of the lease as the benefits of the leased asset are received or conceded.

At year-end 2019 and 2018, the Company was committed to the following minimum lease payments, pursuant to ongoing contracts, with no consideration taken of the effects of shared service charges, future CPI increases or future adjustments of contractually agreed rents:

Operating leases	Face value	
	2019	2018
Minimum fees to pay		
Less than a year	3,557	3,534
Between one and five years	10,195	11,099
More than five years	1,307	3,229
Total	15,059	17,862

The amount of operating lease payments recognised as an expense in 2019 was 3,446 thousands of euros (3,718 thousands of euros in 2018).

In its position as lessee, the most significant operating leases held by the Company at the end of 2019 and 2018 are the leases on

the office buildings held by the Company in Madrid, which expire in 2025 in the case of the Company's head office, for an annual amount of 1,960 thousands of euros, and the rest in 2022 for a total annual amount of 945 thousands of euros. In relation to contingent rents, these contracts are referenced to annual increases based on CPI.

2.8 Provisions and contingent liabilities

Significant estimates and judgements

- While drawing up the Company's Annual Accounts, the Directors made a distinction between the following:
 - a) **Provisions:** credit balances covering present obligations arising from past events, the settlement of which is likely to cause an outflow of resources, but which are uncertain as to their amount and/or timing.
 - b) **Contingent liabilities:** possible obligations that arise from past events, the future emergence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future even if all are beyond the control of the Company.
- The Annual Accounts include all provisions for which it is considered more likely than not that the corresponding obligation will have to be settled. Contingent liabilities are not recognised in the Annual Accounts, but are disclosed in the Notes to the annual Accounts, unless they are considered to be remote.
- Provisions are measured at the present value of the best possible estimate of the amount required to settle or transfer the obligation, taking into account the information available on the event and its consequences and any adjustments arising from the restatement of these provisions are recognised as finance costs as they are accrued.
- The compensation to be received from a third party when an obligation is settled is recognised as an asset, provided it is certain that reimbursement will be received, unless there is a legal relationship whereby a portion of risk has been externalised as a result of which the Company is not liable, in which case, reimbursement will be taken into consideration in estimating the amount of any provisions. The policy followed with respect to the recognition of provisions for risks and expenses is to recognise the estimated amount required to settle probable or certain liabilities arising from litigation underway, pending indemnities or liabilities, sureties and similar guarantees. They are recognised upon emergence of the liability or obligation determining the indemnity or payment.
- At year-end 2019, there were various ongoing legal proceedings and claims against the Company that originated in the normal course of its activities. Both the legal advisors of the Company and its Directors judge that the conclusion of these procedures and claims will not have a significant effect on the Annual Accounts of the financial years in which they are finalised that have not been recorded or indicated in these Annual Accounts.

a) Provisions

The movements under the heading "Non-current provisions" during 2019 and 2018, are as follows:

Non-current provisions	Opening balance	Provisions	Reversals	Short-term reclassifications	Balance at year-end
2019					
Personnel remuneration	-	1,135	-	-	1,135
Other responsibilities	466	-	-	-	466
Total non-current provisions	466	1,135	-	-	1,601
2018					
Personnel remuneration	2,992	623	-	(3,615)	-
Other responsibilities	1,000	-	(534)	-	466
Total non-current provisions	3,992	623	(534)	(3,615)	466

The heading "Personnel remuneration" includes the cash portion of the Long-Term Incentive Plan to be settled (**Note 4.4**), as well as the three-year bonus plan for contribution to results aimed at the remaining personnel of the Company, which will be paid in 2022. In 2018, the amount recognised under this heading was reclassified in the short-term to "Personnel" (**Note 2.3**).

In January 2018, a provision was applied in the "Other liabilities" caption amounting to 534 thousands of euros corresponding to obligations derived mainly from claims and litigation.

The Directors of the Company consider that the provisions recognised in the accompanying Balance Sheet for litigation and arbitration risk as well as other risks described in this note are adequate and, in this respect, they do not expect any additional liabilities to arise other than those already recorded. Given the nature of the risks covered by these provisions, it is not possible to determine a reasonably reliable schedule of payment dates, if any.

b) Contingent liabilities

At December 31, 2019, there are no significant contingencies that need to be disclosed in the Company's Annual Accounts.

3. Capital structure, financing and financial result

Relevant aspects

Credit rating of the Company

- On November 28, 2019, the credit rating agency Standard & Poor's reaffirmed Enagás' credit rating (BBB+) and improved the outlook from "negative" to "stable". On January 9, 2020, the credit rating agency Fitch Ratings placed Enagás' credit rating at BBB+ with a "stable" outlook.

Equity

- On December 19, 2019, a capital increase was carried out for an effective amount of 500 million euros, comprising the share capital for a nominal amount of 34.9 million euros and a share premium of 465.1 million euros, by issuing 23,255,814 new shares (**Notes 3.1.a and b**).
- During 2019, 210,781 treasury shares were used to settle the Long-Term Incentive Plan and 405,084 shares were purchased for the second cycle of the plan. At December 31, 2019, the Company held treasury shares amounting to 12.4 million euros (**Note 3.1.c**).

At December 31, 2019, net equity has increased by 522.9 million euros compared to the previous year-end, to a total of 2,656 million euros.

With respect to the Company's share capital, the following should be mentioned:

- The price of the Enagás, S.A. shares amounted to 22.74 euros per share at December 31, 2019.
- A maximum of 27.08 euros per share for 2019 was reached on March 21.

- No individual or legal entity can invest directly or indirectly in a proportion in excess of 5% of the share capital of Enagás, S.A., nor exercise political rights in this company above 3% (1% for those subjects who, directly or indirectly, perform activities in the gas sector). These restrictions are not applicable to direct or indirect holdings corresponding to the public business sector (**Note 3.1**).

Financial debt

The average annual interest rate during 2019 for the Company's gross financial debt (considering both debt with credit institutions and Group companies) amounted to 2.2% (2.2% in 2018).

The main operations for the year were:

- Contracting of a credit line with Banco Santander in the amount of 230 million dollars until July 30, 2024 (**Note 3.2.a**).
- Modification of the maximum limit of the line from 235 million dollars to 10 million dollars, and whose maturity is extended until July 30, 2020. (**Note 3.2.a**).
- Extension of the maturity of the multi-currency financing facility for an amount of 1,500 million euros until December 2024 (**Note 3.2.a**).

Available funds

- The Company has available funds in the amount of 2,197.8 million euros (1,962.5 million euros in 2018) (**Note 3.6**).

3.1 Equity

a) Share capital

On December 19, 2019 and in exercise of the delegation granted by the Ordinary General Meeting of Shareholders held on March 31, 2017, a capital increase was carried out by means of an accelerated private placement of shares, excluding the pre-emptive subscription right of the Company's shareholders. This capital increase with a charge to monetary contributions was carried out for a nominal amount of 34,883,721 euros by issuing and putting into circulation 23,255,814 ordinary shares of Enagás, S.A., each with a face value of 1.50 euros, of the same class and series as the existing shares in circulation at that date.

Consequently, the share capital of Enagás S.A. at December 31, 2019 amounted to 392,985 thousands of euros, represented by 261,990,074 shares with an individual face value of 1.5 euros, all of which were fully subscribed and paid up.

All shares of the parent company Enagás, S.A. are listed on the four official Spanish Stock Exchanges and are traded on the continuous market.

It is worth noting that, subsequent to publication of Additional Provision 31 of Hydrocarbon Sector Law 34/1998, in force since enactment of Law 12/2011, of May 27, "no natural or legal person can participate directly or indirectly in the shareholder structure of Enagás, S.A with a stake exceeding 5% of share capital, nor exercise political rights in said parent company exceeding 3%. These shares cannot be syndicated under any circumstances." Furthermore, "any party operating within the gas sector, including natural persons or legal entities that directly or indirectly own equity holdings in the former of more than 5%, may not exercise voting rights over 1%." These restrictions shall not apply to direct or indirect interests held by public-sector enterprises.

At December 31, 2019 and 2018, the most significant stake held in the share capital of Enagás, S.A. was broken down as follows (data obtained from the National Securities Market Commission-CNMV) ⁽¹⁾ at December 31, 2019):

Company	Investment in share capital (%)	
	12.31.2019	12.31.2018
Sociedad Estatal de Participaciones Industriales	5.000	5.000
Partler 2006 S.L.	5.000	-
Bank of America Corporation	3.614	3.614
BlackRock Inc.	3.383	3.383
State Street Corporation	3.008	3.008
Retail Oeics Aggregate ⁽²⁾	-	1.010

(1) The information obtained from the CNMV was based on the last notification that each entity thus obliged must send to said body, in connection with the stipulations of Royal Decree 1362/2007, of October 19 and Circular 2/2007, of December 19.

(2) At December 31, 2019 Retail Oeics Aggregate does not hold significant interest in the share capital of Enagás, S.A.

b) Issue premium

The total effective amount of the capital increase described above amounted to 500,000 thousands of euros, comprising the face value of the shares and a share premium of 465,116 thousands of euros.

The Consolidated Text of the Corporate Enterprises Act expressly permits the use of the share premium account balance to increase capital and does not establish any specific restrictions as to its use.

c) Treasury shares

In April 2019, the treasury shares of the Long-Term Incentive Plan (ILP) and the 2016-2018 Remuneration Policy were settled. This settlement involved the disposal of treasury shares amounting to 5,631 thousands of euros.

Also, on June 26, 2019, Enagás, S.A. finalised the process for acquiring treasury shares, which amounted to 501,946 shares, representing 0.19% of the Company's total shares, for a total of 9,876 thousands of euros (including associated expenses of 10 thousands of euros). This acquisition took place within the framework of the "Temporary Treasury Shares Buy-Back Scheme", whose exclusive aim was to meet the obligations of delivering shares to the Executive Directors and members of the Enagás Group management team under the current remuneration scheme according to the terms and conditions of the 2019-2021 Long-Term Incentive Plan (ILP) and Remuneration Policy approved at the General Shareholders' Meeting on March 29, 2019. The shares were purchased in compliance with the conditions set out in Article 5 of Regulation EC/2273/2003 and subject to the terms authorised at the General Shareholders' Meeting held on March 29, 2019. Management of the Temporary Treasury Share Buy-Back Scheme was entrusted to Banco Bilbao Vizcaya Argentaria (BBVA), which carried out the transaction on behalf of Enagás, S.A. independently and without exercising influence on the process **(Note 4.4)**.

The movement in treasury shares in 2019 was as follows:

Company	No. of shares purchased	No. of ILP shares implemented 2016-2018	Total No. of shares
January 1, 2019			307,643
Treasury shares for remuneration systems	405,084	(210,781)	194,303
December 31, 2019			501,946

d) Reserves

The Corporate Enterprises Act stipulates that 10% of profit for the year must be transferred to the legal reserve until it represents at least 20% of share capital. At 2018 year-end, the legal reserve was fully allocated and totalled 71,620 thousands of euros. As a result of the capital increase described in this Note, the legal reserve will continue to be provided until it is fully constituted **(Note 1.5)**.

The legal reserve can be used to increase capital by the amount exceeding 10% of the new capital after the increase. Except for this purpose, until the legal reserve exceeds the limit of 20% of capital, it can only be used to compensate losses provided there are no other reserves available.

Also, the expenses arising from the share capital increase carried out by the Company amounting to 1,331 thousands of euros were recognised as a reduction in reserves.

3.2 Financial debts

Accounting policies

- Financial liabilities include the Company's trade payables that have arisen from the purchase of goods and services in the normal course of its business, or non-trade payables that cannot be considered to be derivative financial instruments.
- Financial liabilities are initially measured at the fair value of the consideration received less directly attributable transaction costs.
- Financial liabilities are recorded after initial recognition at amortised cost, except for derivatives.
- Financial liabilities are derecognised when the related contractual obligations are cancelled or expired.

e) Adjustments for changes in value

Cash flow hedges

At December 31, 2019, the Company had not registered any cash flow derivatives in its Balance Sheet due to the transfer of the related debt to Enagás Financiaciones, S.A.U. in 2018 (Note 3.2.) and consequently in 2019, there were no movements in relation to these transactions.

Categories	Class	Financial debts					
		Debts to credit entities and financial leases		Derivatives and others		Total	
		2019	2018	2019	2018	2019	2018
Long-term debts							
Payables		204,905	199,965	107	127	205,012	200,092
Formalisation costs		(3,769)	(4,144)	-	-	(3,769)	(4,144)
Total long-term debts		201,136	195,819	107	127	201,243	195,946
Short-term debts							
Payables		2,686	112	4,140	4,785	6,826	4,897
Formalisation costs and interest pending payment		2,723	-	-	-	2,723	-
Total short-term debts		5,409	112	4,140	4,785	9,549	4,897

The detail by maturity of the debts and items to be paid under non-current "Debts to credit entities and financial leases" is as follows:

2019	2021	2022	2023	2024 and later years	Total
Debts with credit institutions	-	-	-	204,905	204,905
Other	20	20	20	47	107
Total	20	20	20	204,952	205,012

2018	2020	2021	2022	2023 and later years	Total
Debts with credit institutions	199,965	-	-	-	199,965
Other	20	20	20	67	127
Total	199,985	20	20	67	200,092

a) Long-term financial liabilities

At December 31, 2019, the Company had credit lines granted up to a limit of 1,713,814 thousands of euros, partially arranged in the amount of 207,596 thousands of euros (in 2018 there were credit lines granted up to a limit of 1,705,337 thousands of euros, partially provided in the amount of 199,965 thousands of euros) **(Note 3.6)**.

In the opinion of the Directors, this situation allows for sufficient funding to meet possible liquidity requirements in the short-term considering its current obligations.

The average rate of gross debt (considering debt with credit institutions and group companies) in 2019 was 2.2% (2.2% in 2018).

The Directors of the Company estimate that the fair value of the bank debts contracted at December 31, 2019 and December 31, 2018 does not differ significantly from their carrying amounts.

The following are among the most significant events of financial year 2019:

- Modification of the existing maximum limit of the line from 235,000 thousands of dollars to 10,000 thousands of dollars, and whose maturity is extended until July 30, 2020. At December 31, 2019 the amount drawn down in this line was 3,020 thousands of dollars (228,520 thousands of dollars in 2018), classified as short-term financial liabilities.
- Contracting of the maturity of the credit line with Banco Santander in the amount of 230,000 thousands of dollars until July 30, 2024. At December 31, 2019, this line was drawn down in full for 204,905 thousands of euros.
- Extension of the maturity of the multi-currency financing line for an amount of 1,500,000 thousands of euros until December 2024. At December 31, 2019, no provisions had been made.

Also, during 2018, the Company signed two contracts for the assignment of the contractual position of the existing credit agreements between Enagás S.A. (assignor entity and former borrower entity) and El Instituto de Crédito Oficial "ICO" and the European Investment Bank "EIB" (lending entity). After signing these contracts, Enagás Financiaciones, S.A.U. acquired the obligation to pay a total amount of 1,056,515 thousands of euros to these credit institutions.

b) Short-term financial liabilities

The change in 2019 in the heading "Debts with credit entities" amounting in the short-term to 5,297 thousands of euros (of which 2,686 thousands of euros relate to principal and 2,611 thousands of euros to accrued unpaid interest) was due mainly to the agreement between Enagás S.A. and Banco Santander for the line of credit in dollars, which at December 31, 2019 was drawn down in the amount of 3,020 thousands of dollars, and maturing in July 2020 **(Note 3.2.a)**.

On May 20, 2019, Enagás Financiaciones S.A.U. registered the Euro Commercial Paper (ECP) programme on the Irish Stock Exchange in a maximum amount of 1,000,000 thousands of euros, with the company Enagás, S.A. as guarantor, as disclosed in **Note 1.6.a**.

In addition, Enagás Financiaciones, S.A.U. renewed the Euro Medium Term Note (EMTN) programme for a maximum amount of 4,000 million euros, registered in the Luxembourg Stock Exchange in 2012, with Enagás, S.A. as guarantor **(Note 1.6.a)**.

c) Debts with group companies

	Long-term		Short-term	
	2019	2018	2019	2018
Enagás Financiaciones, S.A.U.	3,184,043	3,277,100	162,717	182,078
Enagás Internacional, S.L.U.	222,564	217,855	11,035	12,469
Enagás Emprende, S.L.U.	-	-	474	312
Enagás Services Solutions, S.L.U.	-	-	156	380
Scale Gas Solutions, S.L.	-	-	222	89
Other	-	-	338	256
Total	3,406,607	3,494,955	174,942	195,584

The average rate for 2019 for loans with group companies was 2.0% (2.6% for 2018).

The main changes in Debts with Group Companies included the following:

- Loan granted by Enagás Financiaciones, S.A.U. during financial year 2019, amounting to 48,000 thousands of euros.
- Repayment of a credit granted by Enagás Financiaciones, S.A.U. amounting to 164,667 thousands of euros.
- With respect to the account payable to Enagás Internacional for the recovery of the value of the share capital invested by it in GSP, since Enagás, S.A. is the holder of the loans assigned by the Odebrecht Group that will enable the recovery of the investment in the share capital of GSP, it represents a liability of 222,564 thousands of euros (217,855 thousands of euros at December 31, 2018) in the balance sheet at December 31, 2019, considering the effect of the financial restatement corresponding to a recovery period estimated at December 31, 2022 **(Note 1.4.c)**.

In addition, at December 31, 2018, the Company signed the assignment agreements for certain existing intra-group loans of the lender Enagás Financiaciones, S.A.U. (assignor in both cases) with the borrowing companies Enagás Transporte, S.A.U. and Enagás Internacional, S.L.U. Under said agreements, Enagás, S.A. took over the position of lender from Enagás Financiaciones, S.A.U. for a total of 1,749,474 thousands of euros.

- The heading "Debts with group companies and short-term multigroup entities" at year-end 2019 and 2018 mainly includes:
 - The balance of interest and short-term loans granted by Enagás Financiaciones, S.A.U. to Enagás, S.A. for a total of 145,297 thousands of euros.

- As the parent company of Consolidated Tax Group 493/12 for corporate income tax, Enagás S.A. has amounts pending payment to some group companies amounting to 29,626 thousands of euros (31,817 thousands of euros in 2018), mainly related to the amounts pending payment to Enagás Financiaciones, S.A.U., Enagás Internacional, S.L.U. and Enagás Emprende, S.L.U. in the amounts of 17,420, 11,035 and 474 thousands of euros, respectively

(18,314, 12,467 and 312 thousands of euros, respectively, at December 31, 2018). Once the definitive declaration of the 2018 Corporate Tax has been presented in 2019, Enagás, S.A. paid the Corporation Tax account payable to the corresponding group companies belonging to the Tax Consolidation Group, in the amount of 32,043 thousands of euros (32,879 thousands of euros in 2018 for the 2017 Corporate Tax) **(Note 4.2.a)**.

The breakdown by maturity is as follows:

2019	2020	2021	2022	2023	2024 and later years	Valuation adjustments and/or other transaction costs	Total
Loans and payables	174,942	354,307	889,936	1,625,752	547,580	(10,968)	3,581,549
Total	174,942	354,307	889,936	1,625,752	547,580	(10,968)	3,581,549

2018	2019	2020	2021	2022	2023 and later years	Valuation adjustments and/or other transaction costs	Total
Loans and payables	195,584	121,742	627,173	1,062,861	1,697,757	(14,578)	3,690,539
Total	195,584	121,742	627,173	1,062,861	1,697,757	(14,578)	3,690,539

3.3 Net financial result

	2019	2018
Financial income	1,020	5,153
Financial income	1,020	5,153
Financial expenses and similar	(236)	(2,463)
Loan interest	(78,279)	(47,346)
Financial expenses	(78,515)	(49,809)
Exchange gains (losses)	278	(1,047)
Impairment and gains (losses) on disposals of financial instruments	(80)	-
Net financial gain (loss)	(77,297)	(45,703)

It should be noted that expenses for interest on loans were calculated by using the effective interest rate method.

The increase in interest expenses in 2019 with respect to the previous year is due mainly to the interest accrued on the intragroup loans granted on December 31, 2018 in which Enagás Financiaciones acts as a lender to Enagás, S.A. **(Note 3.2.c)**.

Likewise, the financial income includes the financial update of the loan for the three-year recovery of the guarantees provided by the Company for GSP and the investment itself and the account payable to Enagás Internacional, S.L.U., the net effect being an income amounting to 410 thousands of euros. The breakdown of this effect is as follows:

- The financial update of the loan for the execution of the guarantees provided and the update of the investment involved a total expense of 893 thousands of euros (3,296 thousands of euros in 2018).
- The financial update of the account payable to Enagás Internacional, S.L.U. for the assignment of the accounts receivable with GSP involved an expense in the amount of 483 thousands of euros (1,778 thousands of euros in 2018).

In 2019 the main impairment expense recognised relates to the impairment expense for the investment in Enagás México, S.A. de CV, amounting to 79 thousands of euros **(Note 1.4)**. During financial year 2018, there were no financial asset impairments.

3.4 Derivative financial instruments

During financial year 2019, no new hedging transactions were contracted.

Thus, at the close of financial year 2019, the Company holds no cash flow hedges.

3.5 Financial and capital risk management

a) Qualitative information

The Company Enagás S.A. is exposed to certain risks which it manages with a risk control and management model, established at group level, which is directed towards guaranteeing achievement of the Company's objectives in a predictable manner with a medium-low risk profile.

This model allows it to adapt to the complexity of its business activity in a globalised competitive environment, in a complex economic context, where the materialisation of a risk is more rapid and with an evident contagion effect.

The model is based on the following:

- The consideration of some standard types of risk to which the Company is exposed.
- Separation and independence of risk control and management functions articulated by the Company in three lines of "defence".
- Governing bodies with responsibilities regarding supervision of the Company's risk level.
- Establishing a risk appetite framework which defines the risk levels considered acceptable and that are in line with established business objectives and the market environment in which the activities are carried out.
- The transparency of information supplied to third parties, to guarantee its reliability and accuracy.

The integral analysis of all risks allows the appropriate control and management thereof, an understanding of the relationships between them and facilitates their joint assessment. The Company has established a regulatory framework through its "Risk control and management policy" and "General risk control and management regulations," which define the basic principles to be applied and identify the responsibilities of the different departments of the Company.

The risk control and management function is articulated around three lines of defence, each presenting different responsibilities:

- First line of defence: made up from the organisational units which assume the risks in the ordinary course of their activities. The organisational units are responsible for identifying and measuring their respective risk exposure.
- Second line of defence: the Risk Department, in charge mainly of ensuring that the risk control and management system works correctly, defining the regulatory framework and approach, and performing periodic monitoring and overall control of the company's risks.
- Third line of defence: the Internal Audit Department, in charge of supervising the efficiency of the risk controls in place.

The Governing Bodies responsible for risk control and management are the following:

- Board of Directors: responsible for approving the risk control and management policy. Other responsibilities with respect to risks are delegated in the Audit and Compliance Committee.

- Audit and Compliance Committee: the main function is to supervise the efficacy of the risk control and management systems as well as evaluating Group risk exposure (identification, measurement, and establishment of management measures).
- Risk Committee: the main functions include establishment of global risk strategies, establishing the global risk limits, revising the level of risk exposure, and acting to correct any instances of non-compliance.

The main risks of a financial and tax nature to which the Company is exposed are as follows.

Credit risk

Credit risk relates to the possible losses arising from the non-payment of monetary or quantifiable obligations of a counterparty to which the Company has granted net credit which is pending settlement or collection.

The credit risk associated with receivables from its business activity is historically very limited since the Company operates mainly with Group companies (**Note 3.2.c**).

The Company is also exposed to the risk of its counterparties not complying with obligations in connection with placement of surplus cash balances. To mitigate this risk, these operations are carried out in a diversified way over highly solvent entities.

Interest rate risk

Interest rate fluctuations affect the fair value of those assets and liabilities that accrue interest at fixed rates and the future cash flows from assets and liabilities that accrue interest at floating rates.

The objective of interest rate risk management is to create a balanced debt structure that minimises finance costs over a multi-year period while also reducing volatility in the income statement.

Based on the Enagás S.A. estimates and debt structure targets, hedges are put in place using derivatives that reduce these risks (**Note 3.4**). The Company has not currently contracted any hedging instruments.

Exchange rate risk

Changes in exchange rates may affect credit positions denominated in foreign currency. The Company manages exchange rate risk through natural hedges, which consist of contracting financial instruments in the same currency in which the investment is made. (**Note 4.1**).

Liquidity risk

Liquidity risk arises as a consequence of differences in the amounts or payment and collection dates relating to the different assets and liabilities of the Company.

The liquidity policy followed by the Company is oriented towards ensuring that all short-term payment commitments acquired are fully met without having to secure funds under burdensome terms. For this purpose, different management measures are taken such as maintenance of credit facilities ensuring flexibility, sufficient amounts and sufficient maturities, diversified sourcing for financing needs via access to different markets and geographical areas, as well as the diversification of maturities in debt issued.

Tax risk

The Company is exposed to possible modifications in tax regulatory frameworks and uncertainty relating to different possible interpretations of prevailing tax legislation, potentially leading to negative effects on results.

The Company has a Board-approved tax strategy, which includes the action policies governing compliance with its tax obligations, attempting to avoid risks and tax inefficiencies.

Other risks

Given the dynamic nature of the business and its risks, and despite having a risk control and management system that responds to the best international recommendations and practices, it is not possible to guarantee that some risk is not identified in the risk inventory of the Company.

b) Quantitative information

Interest rate risk

	12.31.2019	12.31.2018
Percentage of financial debt tracking protected rates	62%	57%

Taking into account these percentages of net financial debt at fixed rates, and after performing a sensitivity analysis using a range of +0.25/-0.10% percentage points changes in market interest rates, the Company considers that, according to its estimates, the impact on results of such variations on finance costs relating to variable rate debt could change as follows:

	Interest rate change			
	2019		2018	
	25 bps	-10 bps	25 bps	-10 bps
Change in finance costs	4,481	(1,792)	4,635	(1,854)

c) Capital management

The Company carries out capital management at corporate level and its objectives are to ensure financial stability and obtain sufficient financing for investments, optimising the cost of capital in order to maximise the value created for the shareholder while maintaining its commitment to solvency.

The Company uses the level of consolidated leverage as an indicator for monitoring its financial position and managing capital, which is defined as the quotient resulting from dividing net consolidated assets (understood to be the sum of net financial debt and consolidated equity) by net consolidated financial debt.

Financial net debt and leverage of the Enagás Group at December 31, 2019 and 2018 was as follows (consolidated figures):

	2019	2018
Debts with credit institutions	1,534,100	1,363,035
Debentures and other marketable securities	2,961,126	4,089,530
- Adjustment for amortised cost of Bonds(*)	-	(10,300)
Loans from the General Secretariat of Industry, General Secretariat of Energy and Oman Oil	3,379	3,931
Finance leases (IFRS 16)	355,349	-
Gross financial debt	4,853,954	5,446,196
Cash and cash equivalents	(1,098,985)	(1,171,543)
Net financial debt	3,754,969	4,274,653

(*) Includes the adjustment to record the yen bond of the Enagás Group at amortised cost as well as the adjustment made on the GNL Quintero bond to show its fair value at the date of the business combination (January 1, 2017). As of the date of said business combination, the GNL Quintero bond is recorded at amortised cost.

	2019	2018
Net financial debt	3,754,969	4,274,653
Shareholders' equity	3,170,142	2,658,758
Financial leverage	54.2%	61.7%

In this way, Enagás, S.A. has shown its financial robustness as confirmed by different rating agencies.

Also, on November 28, 2019, the credit rating agency Standard & Poor's reaffirmed Enagás' credit rating (BBB+) and improved the outlook from "negative" to "stable". On January 9, 2020, the credit rating agency Fitch Ratings placed Enagás' credit rating at "BBB+" with a stable outlook.

3.6 Cash flows

Accounting policies

- Liquid financial assets, deposits and liquid financial investments that may be transformed into a determinable amount of cash within less than three months, and whose risk of changes in value is immaterial, are considered cash equivalents.

a) Cash and cash equivalents

	2019	2018
Treasury	691,591	457,160
Total	691,591	457,160

Generally, the banked cash accrues interest at rates similar to daily market rates. The deposits maturing in the short-term are easily convertible into cash, and accrue interest at the going market rates. There are no significant restrictions on the availability of cash.

b) Available funds

In order to guarantee liquidity, Enagás has arranged loans and credit lines which it has not drawn down. Thus, liquidity available to the Company is broken down as follows:

	2019	2018
Cash and cash equivalents	691,591	457,160
Other funds available	1,506,218	1,505,372
Total	2,197,809	1,962,532

In the opinion of the Directors of the Company, this situation allows for sufficient funding to meet possible liquidity requirements in the short-term considering its current obligations.

4. Other information

Relevant aspects

Property investments

- Enagás, S.A. has a plot of land located at km. 18 of the A-6 motorway in Las Rozas (Madrid) classified as investment property since it is maintained to obtain a surplus value in its sale.
- The market valuation of this land at December 31, 2019 was 19.6 million euros. This valuation was made by an independent expert in accordance with the Regulations of the Royal Institution of Chartered Surveyors (**Note 4.1.a**).

Remuneration for Board of Directors and Senior Management

- Remuneration for the Board of Directors, without taking into account insurance premiums, amounted to 4,588 thousands of euros (**Note 4.4**).
- Remuneration for Senior Management, without taking into account the pension plans and insurance premiums, amounted to 3,333 thousands of euros. (**Note 4.4**).

4.1 Information on other items on the balance sheet

Accounting policies

Property investments

- The cost model is applied for measuring investment property, that is, the corresponding assets are measured at acquisition cost less the corresponding accumulated depreciation and any impairment losses. However, as one plot of land is not currently in use, it was measured at its recoverable amount, calculated as the fair value less the necessary costs for its sale.

Items in foreign currency

- The Company's functional currency is the euro. Consequently, transactions in currencies other than the euro are considered to be foreign currency transactions and are recognised by applying the prevailing exchange rates at the dates of the operations.
- At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated to euros at the prevailing rates. Any gains or losses arising are taken directly to the income statement for the year in which they arise.

Significant estimates

- The market appraisal was performed by the independent expert in accordance with the Governing Rules of the Royal Institution of Chartered Surveyors (RICS), set out in the so-called "Red Book" - RICS Valuation - Professional Standards,

January 2014. Said market valuations defined by RICS are internationally recognised by advisors and accountants providing services for investors and corporations that own investment properties, as well as by The European Group of Valuers (TEGoVA) and The International Valuation Standards Committee (IVSC).

a) Property investments

	Balance at December 31, 2017	Impairment allowances 2018		Balance at December 31, 2018	Impairment allowances 2019		Balance at December 31, 2019
Cost	47,211	-		47,211	-		47,211
Impairment	(27,601)	-		(27,601)	-		(27,601)
Carrying amount	19,610	-		19,610	-		19,610

- Corresponds entirely to a plot of land located at km 18 of the A-6 motorway in Las Rozas (Madrid), held to obtain a surplus value in its sale as a result of future increases in the market price. At December 31, 2019, Jones Lang LaSalle España, S.A. issued a valuation report, which concluded that the recoverable amount of the plot at that date amounted to 19,610 thousands of euros (19,610 thousands of euros at December 31, 2018).
- It is worth noting that the independent expert's report did not include any scope limitations with respect to the conclusions reached.
- There are no mortgages or encumbrances of any type on real estate investments.

- It is Company policy to insure its assets to ensure that there is no significant loss of equity, based on best market practices, given the nature and characteristics of the investment properties. In addition, the Company has contracted the corresponding insurance policies to cover third party Civil Liabilities.

b) Items in foreign currency

The detail of the most significant foreign currency balances valued at the year-end exchange rate is as follows:

	2019	2018
Long-term credits (Note 1.4)	411,338	402,635
Debts with Group Companies (Note 3.2.c)	222,564	217,855
Debts with credit institutions (Note 3.2)	209,774	199,965
Other short-term financial liabilities	3,971	3,887

The amount of exchange gains (losses) recognised in profit /(loss) for the year by financial instrument classes is as follows:

	For Transactions Settled in the Year		For Balances Pending Settlement		Total	
	2019	2018	2019	2018	2019	2018
Debts with group companies	-	-	(4,226)	(8,981)	(4,226)	(8,981)
Debts with credit institutions	2,175	-	(6,317)	-	(4,142)	-
Other exchange gains (losses)	911	(200)	7,735	8,134	8,646	7,934
Total	3,086	(200)	(2,808)	(847)	278	(1,047)

As indicated in Note 3.5, the Company has liabilities and assets items in dollars whose variations are netted by a natural hedge, which do not cause a significant difference in the income statement.

4.2 Tax situation

Accounting policies

- The income tax payable or receivable comprises the current tax payable or receivable and the deferred tax income or expense.
- Current tax is the amount paid by the Company in settlement of income tax during a particular year. Tax credits and other tax benefits applied to the taxable profit, excluding withholdings, prepayments and tax loss carryforwards effectively offset during the year, are deducted from the current tax.
- Deferred tax expense or income relates to the recognition and derecognition of deferred tax assets and liabilities. These include the temporary differences measured as the amount expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities and their tax value, as well as negative tax bases pending payment and credits for tax deductions not applied fiscally. These amounts are measured by applying the tax rate to the corresponding temporary differences or tax credits at which they are expected to be realised or settled.
- Deferred tax liabilities are recognised for all taxable temporary differences, with the exception of those arising from initial recognition of goodwill or from other assets and liabilities in a transaction that does not affect taxable profit or accounting profit and is not a business combination.
- Deferred tax assets are only recognised to the extent that it is considered likely the Company will have sufficient taxable profit in the future against which the deferred tax assets can be offset.
- Deferred tax assets and liabilities arising from items directly charged or credited to equity accounts are also recognised with a charge or credit, respectively, to equity.
- The deferred tax assets recognised are reassessed at the end of each reporting period and the appropriate adjustments are made where there are doubts as to their future recoverability. Deferred tax assets not recognised on the balance sheet are also reassessed at the end of each reporting period and are recognised where it has become highly probable that they will be recovered through future taxable profits.

Significant estimates

- In accordance with prevailing legislation in Spain, tax returns cannot be considered final until they have been inspected by the tax authorities or until the four-year inspection period has elapsed.
- The Directors consider that the tax returns for the aforementioned taxes have been filed correctly and, therefore, even in the event of discrepancies in the interpretation of prevailing tax legislation with respect to the treatment applied, the resulting potential tax liabilities, if any, would not have a material impact on the accompanying Annual Accounts.
- The deferred tax assets were recognised in the balance sheet as the Directors believe, based on the best estimate of future profits and reversals of deductible temporary differences, that it is probable that these assets will be recovered.

a) Balances with the Public Administrations

	2019	2018
Debit balances		
Deferred tax assets	9,135	11,615
Current balances with the Public Administrations	7,193	2,456
Tax Authorities debtor for tax refund	6,760	1,799
Accounts payable by the Tax Authorities for VAT	433	657
Credit balances		
Deferred tax liabilities	2,701	2,880
Current balances with the Public Administrations	29,991	27,285
Accounts payable to the Tax Authorities for withholdings	29,681	27,010
Accounts payable to the Tax Authorities for Corporate Income Tax	-	-
Accounts payable to the Tax Authorities for VAT	-	-
Social Security agencies creditors	310	275

During 2019, Enagás, S.A. paid 92,807 thousands of euros in Corporate Tax 2019 (99,819 thousands of euros in 2018), corresponding to the Tax Group of which Enagás, S.A acts as the Parent Company.

At December 31, 2019, the balance under the heading Current income tax assets relating in full to the account to be collected corresponding to Tax Group for the 2019 Corporate tax in the amount of 6,760 thousands of euros (at December 31, 2018, the balance under the heading Current income tax assets corresponded mainly to the account to be collected corresponding to Tax Group for the 2018 Corporate tax in the amount of 1,394 thousands of euros).

Additionally, Enagás, S.A. acts as the Parent Company of the Tax Group as indicated in **Note 4.2.b**. For these purposes, the Company has debit and credit balances for Corporation Tax with the different subsidiaries of the Tax Group. Accordingly, as indicated in **Note 3.2.c** during 2019 the Company settled the respective balances with the rest of the Tax Group companies for Corporate Tax 2018.

Specifically, it has collected the amount of 144,204 thousands of euros, an amount that was mainly part of the balance recorded at year-end 2018 under group companies and multi-group short-term loans (**Note 1.4**) and paid the amount of 32,043 thousands of euros, an amount that was mainly part of the balances recorded at year-end 2018 under short-term debt to group companies and multi-group (**Note 3.2.c**).

b) Tax returns

Enagás S.A. has been the parent company of the Tax Consolidation Group 493/12 for Corporate Income tax from January 1, 2013, comprised of the following subsidiaries at December 31, 2019:

- Enagás Transporte, S.A.U.
- Enagás GTS, S.A.U.
- Enagás Internacional, S.L.U.
- Enagás Financiaciones, S.A.U.
- Enagás Emprende S.L.U.
- Scale Gas Solutions, S.L.
- Efficiency for LNG Applications, S.L.
- Infraestructuras del gas, S.A.
- Enagás Services Solutions, S.L.
- Enagás Holding USA, S.L.U.
- Sercomgas Solutions, S.L.
- Bioengás Renovables, S.L.
- Enagás Renovable, S.L.U.
- Roblasun 1, S.L.U.
- Roblasun 2, S.L.U.
- Roblasun 3, S.L.U.
- Roblasun 4, S.L.U.
- Roblasun 5, S.L.U.
- Roblasun 6, S.L.U.
- Windmusel 1, S.L.U.
- Windmusel 2, S.L.U.
- Windmusel 3, S.L.U.
- Cierzosun 1, S.L.U.
- Cierzosun 2, S.L.U.
- Cierzosun 3, S.L.U.
- Cierzosun 4, S.L.U.

This involves the joint calculation of the Group's tax result, as well as the deductions and bonuses from the payment. Furthermore, the corporate income tax is calculated on the basis of the Group's accounting profit/loss determined by application of generally accepted accounting principles, which does not necessarily coincide with the Group's taxable profit/tax loss.

c) Reconciliation of accounting result and taxable income

	Income statement					
	2019			2018		
	Increases	Decreases	Total	Increases	Decreases	Total
Accounting profit before tax	379,720		379,720	358,927	-	358,927
Permanent differences:	1,540	(473,507)	(471,967)	1,608	(408,663)	(407,055)
Donations	546	(176)	370	582	-	582
Dividend exemption	-	(472,000)	(472,000)	-	(408,600)	(408,600)
Other	994	(1,331)	(337)	1,026	(63)	963
Temporary differences:	6,085	(11,043)	(4,958)	6,603	(3,998)	2,605
With origin in the financial year:						
Provision for personnel remuneration	5,302	-	5,302	4,020	-	4,020
Provision of fixed assets	7	-	7	11	-	11
Other	-	(29)	(29)	173	(15)	158
With origin in previous financial years:						
Amortisation deduction limit R.D.L. 16/2012	-	(981)	(981)	-	(981)	(981)
Accelerated amortisation Law 4/2008, 13/2010	170	-	170	434	-	434
Provision for personnel remuneration	-	(9,378)	(9,378)	-	(779)	(779)
Other	606	(655)	(49)	1,965	(2,223)	(258)
Taxable income	387,345	(484,550)	(97,205)	367,138	(412,661)	(45,523)

d) Tax recognised in equity

At December 31, 2019, no taxes were recognised in equity (Note 3.4).

e) Reconciliation between the accounting result and the corporation tax expense

	2019	2018
Accounting profit before tax	379,720	358,927
Rate at 25%	94,930	89,732
Impact of permanent differences	(117,992)	(101,764)
Deductions:		
For amortisation deduction limit	(49)	(49)
For double taxation	-	(35)
For investment in R&D&i expenses	(79)	-
For donations	(191)	(172)
Adjustments to income tax rate	(98)	(7)
Total expense for tax recognised in the income statement	(23,479)	(12,295)

f) Years open for inspection and tax audits

In conformity with current legislation, tax returns cannot be considered final until they have been inspected by the tax authorities or until the four-year inspection period has elapsed.

In March 2017, a tax inspection was initiated by the Spanish Tax Authorities for general verification of Enagás S.A. The years and taxes subject to this process correspond to the corporate income tax for the years 2012 to 2015, VAT for the years 2013 to 2015, withholdings/payments on account with respect to tax on income from professional work, property taxes, and taxes levied on non-residents for the years 2013 to 2015.

During the 2019 financial year, these actions ended with reports duly signed off as accepted or contested. These reports did not involve significant amounts for Enagás S.A.

Lastly, with regard to the contested reports, an economic-administrative complaint was filed with the Central Economic-Administrative Tribunal in relation to the income tax settlement agreements for the years 2012 to 2015, which was pending resolution by the Tribunal at 2019 year-end. However, it is not expected that any liabilities will arise that will significantly affect the Group's equity situation.

Likewise, at 2019 year-end, the inspections for 2016 to 2019 are pending with respect to applicable taxes.

g) Deferred tax assets and liabilities

	2019	2018
Deferred tax assets:		
Temporary differences (anticipated taxes):	8,890	11,321
Provision for remuneration (1)	4,660	6,683
Litigation provisions	138	181
Amortisation deduction limit R.D.L. 16/2012 (2)	1,227	1,473
Other (3)	2,865	2,984
Deductions pending and others (4)	245	294
Total deferred tax assets	9,135	11,615
Deferred tax liabilities:		
Accelerated amortisation (5)	(208)	(251)
Engineering services margin	(1,009)	(1,023)
Other	(1,484)	(1,606)
Total deferred tax liabilities	(2,701)	(2,880)

- (1) These temporary differences include personnel expenses resulting from the Long-Term Incentive Plan, recorded in these financial years which, pursuant to Article 14 of the Corporate Tax Law, will be deductible at the time of their delivery or payment, so in 2019 they gave rise to a deferred tax asset.
- (2) Arises from the limitation to tax deductible amortisation with respect to the Corporate Income Tax for the years 2013 and 2014. This amortisation is deductible from financial year 2015 following the straight method over a period of 10 years or optionally during the useful life of the asset. To this end, the Company decided to apply the deferred tax asset using the straight line method over a period of 10 years.
- (3) Other items include temporary differences in the recording of impairment of property investments during 2017 (Note 4.1), giving rise to a deferred tax asset.
- (4) In addition, it includes the deduction to be applied from 2015 in accordance with the thirty-seventh transitory provision of Law 27/2014, by virtue of which those contributors for whom limited amortisation was applicable in 2013 and 2014 will have the right to a 5% deduction of the tax base with respect to the amounts included in the taxable income for the corresponding period.
- (5) Arising from application of accelerated amortisation of certain assets for tax purposes during the period 2009-2012.

The Company does not hold any deferred tax assets that are not recognised in the accompanying Balance Sheet.

4.3 Related party transactions and balances

Accounting policies

- In addition to subsidiaries, associates, and multigroup companies, the Company's "related parties" are considered to be its "key management personnel" (members of the Board of Directors and executives, along with their close relatives), and the entities over which key management personnel may exercise significant influence or control as established by Order EHA/3050/2004, of September 15, and Circular 1/2008 of January 30 of the CNMV.
- The Company carries out all its transactions with related parties at market values and the corresponding remuneration in kind has been assigned. In addition, transfer prices are adequately supported and consequently the Company's Directors consider that no significant risks exist in this respect from which significant liabilities could arise in the future.

Income and expenses	Significant shareholders	Directors and executives Note 4.4	Group employees, companies or entities	Other related parties	Total
2019					
Expenses:					
Financial expenses	-	-	68,657	6,449	75,106
Services received	17	-	2,389	157	2,563
Other expenses	146	8,074	-	15	8,235
Total Expenses	163	8,074	71,046	6,621	85,904
Income:					
Financial income	-	-	9,987	893	10,880
Dividends received	-	-	472,000	-	472,000
Rendering of services	-	-	68,800	-	68,800
Other income	-	-	506	-	506
Total income	-	-	551,293	893	552,186
2018					
Expenses:					
Financial expenses	-	-	35,306	5,420	40,726
Services received	-	-	3,369	185	3,554
Other expenses	153	7,751	-	15	7,919
Total Expenses	153	7,751	38,675	5,620	52,199
Income:					
Financial income	-	-	19,799	3,296	23,095
Dividends received	-	-	408,600	0	408,600
Rendering of services	-	-	73,619	-	73,619
Other income	-	-	549	-	549
Total income	-	-	502,566	3,296	505,863

Other transactions	Significant shareholders	Group employees, companies or entities Note 1.6	Other related parties Note 1.6	Total
2019				
Guarantees for related parties debts	-	4,857,681	-	4,857,681
Guarantees and sureties granted - Other	-	143,411	23,333	166,744
Dividends and other earnings distributed	55,813	-	-	55,813
2018				
Guarantees for related parties debts	-	4,778,148	-	4,778,148
Guarantees and sureties granted - Other	-	89,291	22,895	112,186
Dividends and other earnings distributed	56,892	-	-	56,892

The Banco Santander Group qualified as a "related party" for the years 2019 and 2018.

Of the transactions disclosed in the above table, 6,449 thousands of euros of financial expenses correspond to this entity during 2019 (5,420 thousands of euros during 2018), including financial expenses arising out of the interest rate hedging contracts, and 23,333 thousands of euros in guarantees and sureties granted at December 31, 2019 (22,895 thousands of euros at December 31, 2018) (Note 1.6.b).

Additionally, the Company maintains a multi-currency Club Deal as financing, under which nothing was made available at December 31, 2019. In this operation, the related party represents 9.63% of the total of the banks that have underwritten this source of financing.

The Company also has two lines of financing in dollars with a maximum limit of 10,000 thousands of dollars and 230,000 thousands of dollars, and whose maturity has been extended in 2019 until July 30, 2020 and July 31, 2024 respectively. At December 31, 2019, the amount drawn down in these lines was 233,020 thousands of dollars (207,596 thousands of euros at December 31, 2019) (Note 3.5).

The balances with related-parties on the balance sheet is as follows:

Balance	2019			2018		
	Group employees, companies or entities	Other related parties	Total	Group employees, companies or entities	Other related parties	Total
Long-term equity instruments	4,692,698	-	4,692,698	4,459,513	-	4,459,513
Financing agreements: loans and capital contributions (lender)						
Long-term loans to companies	400,291	-	400,291	400,291	-	400,291
Other financial assets	-	411,338	411,338	-	402,635	402,635
Short-term loans to companies	7,246	-	7,246	7,266	-	7,266
Credit for corporation tax Short-term Consolidated Tax Group	140,305	-	140,305	144,108	-	144,108
Dividends and other short-term earnings	72,000	-	72,000	127,600	-	127,600
Trade receivables	13,712	-	13,712	13,490	-	13,490
Cash (1)	-	374,569	374,569	-	215,006	215,006
Financing agreements: loans and capital contributions (borrower)						
Long-term debts	3,406,607	204,905	3,611,512	3,494,955	199,965	3,694,920
Short-term debts	145,315	5,342	150,657	163,767	-	163,767
Debt for corporation tax Short-term Consolidated Tax group	29,626	-	29,626	31,817	-	31,817
Trade payables	336	-	336	2,185	-	2,185

(1) This heading includes the Company's balances in current accounts held with Banco Santander, which meets the definition of "related party".

4.4 Remuneration to the members of the Board of Directors and Senior Management

Accounting policies

Share-based payments

- The Company classifies its share-based settlement plan for executive directors and senior management according to the manner of settling the transaction:
 - With Company shares: Personnel expense is determined based on the fair value of the shares to be delivered at the grant date, taking into account the degree to which the objectives relating to said plan have been fulfilled. This expense is recognised over the stipulated period during which employee services are rendered with a credit to "Other equity instruments" in the accompanying balance sheet.
 - In cash: Personnel expense is determined based on the fair value of the liability at the date recognition requirements are met. Personnel expenses are registered as the services are rendered in the period stipulated and are entered in "Long-term provisions", until it is estimated that they will be settled within less than one year, at which

time the associated provision is reclassified to the Personnel line under "Trade and other payables" on the liability side of the accompanying Balance Sheet. The liability is subsequently measured at fair value at each balance sheet date, up to and including the settlement date, with changes in fair value recognised in the income statement.

For the valuation of this programme, Enagás, S.A. used the Monte-Carlo model, widely used in financial practice for the valuation of options, in order to include the effect of market conditions in the valuation of the equity instruments granted. The fair value of the equity instruments at the granting date is adjusted to include the market conditions relating to this plan. Likewise, the Company takes into account the fact that the dividends accrued during the plan period are not paid to the beneficiaries as they do not become shareholders of the Company until the effective delivery of the Company's shares.

Significant estimates and judgements

- The Regulation establishes a period of time required for the consolidation of the remuneration, which has been considered a condition of service, and therefore taken into account together with the target measurement period (January 1, 2019 to December 31, 2021) when estimating the fair value of the equity instruments granted. In this regard, the aforementioned service condition is based on the obligation for the beneficiaries to continue providing their services to the Company until the first payment date (set at four months from the end of the target measurement period to receive 50% of the incentive), and an additional period of one year from that last date to receive the remaining 50%).

In the case of the share-based payment plan component, the Company accrues the estimated fair value of the cash-settled amount over the term of the plan (January 1, 2019 to December 31, 2021) and the service conditions established for the period of time required for the consolidation of the remuneration.

At December 31, 2019, the estimate is made assuming that all the objectives relating to the plan have been 100% achieved, subject to the approval of delivering the shares assigned to said plan.

Remuneration received	Salaries	Per diems	Other items	Pension plans	Insurance premiums
2019					
Board of Directors	2,346	2,064	178	-	58
Senior Management	3,191	-	142	58	37
Total	5,537	2,064	320	58	95
2018					
Board of Directors	2,366	2,054	195	-	47
Senior Management	2,876	-	130	56	27
Total	5,242	2,054	325	56	74

The remuneration of the members of the Board of Directors for their membership of the Board and those corresponding to the Chairman and the Chief Executive Officer for the exercise of their executive functions during the year 2019 have been approved in detail by the General Shareholders' Meeting held on March 29, 2019 as part of the "Directors' Remuneration Policy for the 2019, 2020 and 2021 financial years", approved as Item 7 of the Agenda.

The two Executive Directors were beneficiaries of the 2016-2018 Long-Term Incentive Plan approved by the General Shareholders' Meeting on March 18, 2016 under Item 8 of the Agenda. During the first half of financial year 2019, the aforementioned incentive was paid out under the terms established by the General Shareholders' Meeting. As a result of this settlement, a total of 76,428 gross shares were delivered to the two executive directors, which they will not be able to sell within two years.

The Company has outsourced its pension commitments with its executives by means of a mixed group insurance policy for pension commitments, including benefits in the event of survival, death and employment disability. The Executive Chairman and the Chief Executive Officer are part of the group covered by this policy and of the total premium paid for this during the year, 406 thousands of euros corresponded to them.

Members of Senior Management (members of the Management Committee) are equally beneficiaries of the 2016-2018 long-term incentive plan. In the terms approved at the General Shareholders' Meeting, in the settlement of this incentive in the first half of 2019, 59,967 gross shares and a cash incentive amount of 551 thousands of euros corresponded to them.

The members of the Senior Management also form part of the group covered under the mixed group insurance policy for pension commitments. The total premium paid for the same during the financial year amounts to 593 thousands of euros.

The two executive directors are beneficiaries of the 2019-2021 long-term incentive plan approved by the General Shareholders' Meeting on March 29, 2019 under Item 8 of the Agenda. In said meeting, a total of 118,635 rights relating to shares were assigned. Said rights do not constitute acquisition of shares until the program finalises, the final bonus depending on the degree to which the program objectives have been met.

Members of Senior Management (members of the Management Committee) are equally beneficiaries of the 2019-2021 long-term incentive plan. As approved at the General Shareholders' Meeting, the Board has assigned them a total of 124,506 rights relating to shares as well as an incentive in cash amounting to 739 thousands of euros. Said rights do not constitute acquisition of shares or collection of any amounts until the programme has finalised, the final bonus depending on the degree to which the programme objectives have been met.

The remuneration, broken down for each member of the Board of Directors, without taking into account insurance premiums, is as follows:

Board members	2019	2018
Mr Antonio Llardén Carratalá, (Executive Director) (1)	1,847	1,896
Mr Marcelino Oreja Arburúa (Chief Executive Officer) (2)	937	925
Sociedad Estatal de Participaciones Industriales (Proprietary Director) (4)	160	155
Mr Luis García del Río (Independent Director) (4)	160	160
Mr Martí Parelada Sabata (External Director) (4)	160	160
Mr Luis Javier Navarro Vigil (External Director) (3) (4)	44	160
Mr Jesús Máximo Pedrosa Ortega (Proprietary Director) (3)	-	123
Ms Rosa Rodríguez Díaz (Independent Director) (4)	160	160
Ms Ana Palacio Vallelersundi (Independent Leading Director) (4)	190	190
Ms Isabel Tocino Biscarolasaga (Independent Director) (4)	175	172
Mr Antonio Hernández Mancha (Independent Director) (4)	160	157
Mr Luis Valero Artola (Independent Director) (3)	-	44
Mr Gonzalo Solana González (Independent Director) (4)	160	160
Mr Ignacio Grangel Vicente (Independent Director) (3)	160	116
Mr Santiago Ferrer Costa (Independent Director) (3)	160	37
Ms Patricia Urbez Sanz (Independent Director) (3) (4)	115	-
Total	4,588	4,615

(1) The remuneration for the Executive Chairman in 2019 was approved in detail by the General Shareholders' Meeting on March 29, 2019 as part of the "Directors' Remuneration Policy for the 2019, 2020 and 2021 financial years". During 2019, the Executive Chairman received fixed remuneration in the amount of 1,000 thousands of euros and variable remuneration in the amount of 564 thousands of euros; he also received 130 thousands of euros for Board membership and other remuneration in kind amounting to 153 thousands of euros (the changes in remuneration in kind with respect to previous years is exclusively a result of measurement differences without there having been any additional items included in the remuneration). Thus, the combined amounts totalled 1,847 thousands of euros. In addition, he was also the beneficiary of a life insurance policy with a premium of 57 thousands of euros for the year. The Group has outsourced its pension commitments with respect to its executives through a mixed group insurance policy for pension commitments, including benefits in the event of survival, death, and employment disability. The Executive Chairman is one of the beneficiaries covered by this policy, and of the total premium paid during the year, 246 thousands of euros correspond to the Executive Chairman. The Executive Chairman is a beneficiary of the 2019-2021 Long-Term Incentive Plan approved at the General Shareholders' Meeting held on March 29, 2019. Item 8 of its Agenda states that the meeting assigned him a total of 79,090 performance shares. These shares do not entail an acquisition of the shares until the end and settlement of the programme and the final remuneration depends on the level of achievement of the goals of the programme.

(2) The remuneration for the Chief Executive Officer in 2019 was approved in detail by the General Shareholders' Meeting on March 29, 2019 as part of the "Directors' Remuneration Policy for the 2019, 2020 and 2021 financial years". During 2019, the CEO received fixed remuneration in the amount of 500 thousands of euros and variable remuneration in the amount of 282 thousands of euros; he also received 130 thousands of euros for Board membership and other remuneration in kind amounting to 25 thousands of euros (the changes in remuneration in kind with respect to previous years is exclusively a result of measurement differences without there having been any additional items included in the remuneration). Thus, the combined amounts totalled 937 thousands of euros. In addition, he was also the beneficiary of a life insurance policy with a premium of 0.7 thousands of euros for the year. The Chief Executive Officer is also beneficiary of the mixed group insurance policy for pension commitments, and the share of the premium corresponding to the Chief Executive Officer for this policy amounted to 160 thousands of euros for the year. The Chief Executive Officer is a beneficiary of the 2019-2021 Long-Term Incentive Plan approved at the General Shareholders' Meeting held on March 29, 2019. Item 8 of its Agenda states that the meeting assigned him a total of 39,545 performance shares. Said rights do not constitute acquisition of shares until the

program finalises, the final bonus depending on the degree to which the program objectives have been met.

- (3) On March 22, 2018 Mr Luis Valero Artola resigned as Director and Mr Ignacio Grangel Vicente occupied his position.
- On October 15, 2018 Mr Jesús Máximo Pedrosa Ortega resigned as Director and Mr Santiago Ferrer i Costa occupied his position.
- On March 29, 2019 Mr Luis Javier Navarro Vigil resigned as Director and Ms Patricia Urbez Sanz occupied his position.
- (4) The remuneration for these Directors relating to Board and Committee membership was approved in detail at the General Shareholders' Meeting held on March 29, 2019 as part of the "Directors' Remuneration Policy for the 2019, 2020 and 2021 financial years".

Share-based payments

On March 29, 2019, the Enagás, S.A. General Shareholders' Meeting approved the second cycle of the Long-Term Incentive Plan aimed at executive directors and senior management of the Company and its Group. 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 new Good Governance Code.

The plan consists in an extraordinary mixed multi-year incentive which will permit the beneficiaries to receive, after a certain period of time, a bonus payable in (i) Enagás, S.A. shares and (ii) cash, provided that certain strategic objectives of the Enagás Group are met.

With respect to the portion payable in shares, a maximum of 501,946 shares are deliverable, all of which will come from the Enagás S.A.'s treasury shares. Furthermore, the beneficiaries of the plan are not guaranteed any minimum value for the assigned shares. The cash part of the plan is limited to an estimated payment of approximately 3.5 million euros should all the objectives be fully met.

This plan is aimed at persons who, due to their level of responsibility on their position in the Enagás Group, contribute decisively to achieving the Company's objectives. The Plan initially designated 48 beneficiaries, notwithstanding the possibility that new recruitments due to mobility or professional level changes may include new beneficiaries during the measurement period.

The objectives set for the evaluation of the achievement of the Plan consist of:

- Accumulated results corresponding to the Funds for Operations ("FFO") of the Enagás Group. This metric shows the financial soundness and net profit growth, which are the cornerstones of the Enagás Group Strategic Plan. This takes into account both the EBITDA of the regulated business and the dividends received from the subsidiaries that are not controlled by Enagás. It is a benchmark indicator for investors. Fulfilling this objective will satisfy the Company forecasts for the distribution of Group, investment and debt amortisation dividends. It accounts for 25% of the total objectives.

- Accumulated cash flows received from affiliates ("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.
- Total shareholder return ("TSR"). To ensure appropriate, competitive shareholder remuneration. It takes into account share performance and the dividend policy. This objective comprises two components, each with a relative importance of 15% of the total objectives:
 - The absolute TSR is measured as the acquisition of a target share price at the end of 2021. The target price has been established by investing estimated share dividends and is based on profitability and market parameters.
 - Relative TSR: relative TSR shall be understood as the difference (expressed as a percentage) between the final value of an investment in ordinary shares and the initial value of that investment, bearing in mind that the calculation of said final value will consider dividends or other similar items (i.e. script dividends) received by the shareholder for said investment during the corresponding period. This metric shall be calculated against the Comparison Group formed by fifteen companies.
- Compliance with the Sustainability Plan. It reflects the company's commitment to creating long-term value responsibly in the social and environmental context. Its weight in the objectives total will be 10%, and it will consist of three indicators:
 - Average reduction in CO₂ emissions in the 2019–2021 period vs. 2018.
 - Increase in the percentage of women on the Board, in the management team and in the staff; and
 - Investment associated with the increased presence of renewable gases in the energy mix.

Regarding the measurement period, although it will occur during the period from January 1, 2019 to December 31, 2021, its settlement will take place on the following 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. This 50% will 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.

As established in BOICAC No. 75/2008, query No. 7, the part settled through shares of Enagás, S.A. is considered a shares-based payment transaction that can be settled in equity instruments, and, accordingly, the fair value of the services received, as consideration for the equity instruments granted, is included in the Income Statement at December 31, 2019, under the heading "Personnel Expenses", in the amount of 1,712 thousands of euros, with a credit to "Other Equity Instruments" of the Balance Sheet net equity at December 31, 2019.

The breakdown and fair value of the shares at the granting date of the ILP of the Enagás Group are as follows:

	ILP 2019-2021
Total shares at the concession date (1)	501,946
Fair value of the equity instruments at the granting date (EUR)	25.94
Dividend yield	4.77%
Expected volatility	16.86%
Discount rate	0.62%

4.5 Other information concerning the Board of Directors

In order to comply with the provisions of Article 229 ff. of the Corporate Enterprise Act, this report includes information on the shareholdings and performance of the roles of the members of the Board of Directors of Enagás, S.A. in other companies with activity of a similar or complementary type to that which it constitutes the corporate purpose. This information was prepared considering that they are companies with similar or complementary activities to those carried out by Enagás S.A., that is, natural gas transmission, regasification, distribution, and marketing activities regulated by Law 34/1998 of the Hydrocarbons Sector.

At December 31, 2019 and December 31, 2018, there were no holdings in the share capital of companies with the same, similar or complementary type of activity reported to the Company by the Directors.

The positions or functions of the Company's Board members in other companies with the same, similar or complementary activities, as communicated to Enagás, S.A. at December 31, 2019 and 2018, were the following:

Director	Company	Positions
2019		
Marcelino Oreja Arburúa	MIBGAS Derivatives, S.A.	Director
Marcelino Oreja Arburúa	Enagás Transporte del Norte, S.L.	Chairman
Marcelino Oreja Arburúa	Enagás Emprande, S.L.U.	Joint Director
Marcelino Oreja Arburúa	Enagás Services Solutions, S.L.U.	Joint Director
Marcelino Oreja Arburúa	Enagás Renovable, S.L.U.	Joint Director
Marcelino Oreja Arburúa	Tallgrass Energy, G.P.	Director

4.6 Other Information

a) Environmental information

The Company Enagás S.A., as head of the Enagás Group, carries out the activities for protection of the environment and biodiversity, energy efficiency, reduction in emissions, and the responsible consumption of resources as part of its environmental management in order to mitigate the impact of its activities.

(1) This number of shares reflects the maximum number of shares to be delivered under the plan, and includes both the possibility of achieving the maximum degree of fulfilment of objectives established in the plan (125%), as well as the possibility that new hiring, staff mobility within the Group, or changes in professional levels, lead to the inclusion of new beneficiaries during the measurement period.

With respect to that part of the bonus payable in cash, the Company recognised the rendering of services corresponding to this plan as personnel expenses amounting to 455 thousands of euros with a credit to "Provisions" under non-current liabilities in the accompanying Balance Sheet at December 31, 2019. As is the case for the equity-settled plan component.

Director	Company	Positions
2018		
Luis Javier Navarro Vigil	TLA, S. de R.L. de C.V.	Director
Luis Javier Navarro Vigil	TLA Servicios, S. de R.L. de C.V.	Director
Marcelino Oreja Arburúa	MIBGAS Derivatives, S.A.	Director
Marcelino Oreja Arburúa	Enagás Transporte del Norte, S.L.	Chairman
Marcelino Oreja Arburúa	Enagás Emprande, S.L.U.	Joint Director
Marcelino Oreja Arburúa	Enagás Services Solutions, S.L.U.	Joint Director

There are no activities of the same, similar or complementary nature to those carried out by Enagás which are performed by its Board members, on their own behalf or on behalf of third parties, not included in the above section.

At 2019 year-end, neither the members of the Board of Directors of the Company nor any parties related to them, as defined in Article 229 of the Corporate Enterprises Act, had notified the remaining Board members of any conflicts of interest, direct or indirect, with those of the Company.

The Company has integrated protection of the environment into its policy and strategic programmes by implementing an Environmental Management System developed and certified by LLOYD'S, in accordance with the requisites of standard UNE EN ISO 14001, which guarantees compliance with applicable environmental legislation and continuous improvement of its environmental behaviour.

In 2019, the certifying company LLOYD'S issued the corresponding audit report on the environmental management system with favourable results, concluding that the system's maturity and degree of development ensure continuous improvement for the company in this field.

The Company Enagás S.A. makes ongoing efforts to identify, characterise, and minimise the environmental impact of its activities and facilities, evaluating the related risks and strengthening eco-efficiency, responsible management of waste and discharges, minimising the impact in terms of emissions and climate change.

In addition, the Company incorporates environmental criteria in its relationship with suppliers and contractors, as well as in connection with decision-making with respect to the awarding of contracts for the rendering of services and products.

During 2019, Enagás S.A. carried out environmental actions in the amount of 626 thousands of euros, recognised as investments under assets in the balance sheet. During financial year 2018, this amount was 188 thousands of euros. The Company also assumed environmental expenses amounting to 226 thousands of euros in 2019, recognised under "Other operating expenses" (273 thousands of euros in 2018).

The company has arranged sufficient civil liability insurance to meet any possible contingencies, compensation and other risks of an environmental nature which it might incur.

Enagás S.A. and Enagás did not receive any grants or income in 2019 or 2018 as a result of its activities relating to the environment.

4.7 Subsequent events

Subsequent to the year-end, in relation to the investment commitments held in Tallgrass Energy LP by certain subsidiaries in which Enagás Internacional, S.L.U. holds an ownership interest (**Note 1.6.b**), on January 16, 2020 the Company granted Enagás Internacional, S.L.U. a loan amounting to 320,000 thousands of euros and whose maturity will be on April 16, 2020.

Furthermore, on January 30, 2020 Enagás Internacional, S.L.U. granted Enagás, S.A. a loan of up to 250,000 thousands of dollars and whose maturity will be on January 30, 2021. At the date of preparation of these annual accounts, Enagás, S.A. had drawn down 70,980 thousands of dollars. No events have occurred that significantly affect the results of Enagás S.A. or its equity statement.

Audit fees

"Other operating expenses" include the fees for audit and non-audit services provided by the auditor of the Company, Ernst & Young, S.L., or by a company belonging to the same group or related to the auditor, broken down as follows:

Categories	2019	2018
	Services rendered by the accounts auditor and related companies	Services rendered by the accounts auditor and related companies
Audit services (1)	770	634
Other assurance services (2)	144	114
Total audit and related services	914	748
Total professional services	914	748

(1) Audit services: This heading includes services rendered for the performance of statutory audits of the Enagás, S.A. Annual Accounts and the limited review work performed with respect to the Interim and Quarterly Financial Statements as well as the Certification of the Internal Control over Financial Reporting (ICFR) System. For comparison purposes, in 2019 the fees for the audit services provided by the accounts auditor will be increased due to the reviews carried out on the interim financial statements and annual accounts of Tallgrass Energy.

(2) Other audit-related assurance services: This heading includes the work relating to the Annual Corporate Governance Report, the review of non-financial information included in the Annual Report. The increase is due to the verification work performed by the auditor on the Internal Control over Financial Reporting System (ICFR).

5. Explanation added for translation to English

These Financial Statements are presented on the basis of the regulatory financial reporting framework applicable to the Company in Spain (**see Note 1.2**). Certain accounting practices applied by the Company that conform to that regulatory framework may not conform to other generally accepted accounting principles and rules.

These Annual Accounts are a translation of financial statements originally issued in Spanish and prepared in accordance with accounting principles generally accepted in Spain. In the event of a discrepancy, the Spanish-language version prevails.

MANAGEMENT REPORT OF ENAGÁS, S.A.

The wording provided by Law 11/2018, of December 28, to Article 262.5 of the consolidated text of the Corporate Enterprise Act, relating to the management report, indicates that a company dependent on a group will be exempt from the obligation established in this section if the company and its dependents, if any, are included in the consolidated management report of another company, prepared in accordance with the content established in this article.

Based on the above, Enagás, S.A. makes use of this exemption, including non-financial information in the consolidated management report of Enagás, S.A. and Dependent Companies prepared in accordance with said regulations and which will be filed with the Commercial Registry of Madrid.

I-Enagás S.A. situation

Business model

Enagás, S.A., a midstream company with almost 50 years of experience and independent European TSO (Transmission System Operator) through Enagás GTS, S.A.U., is an international reference in the development and maintenance of gas infrastructure and in the operation and management of gas networks.

The company has built the main infrastructure for the Spanish Gas System, turning it into a model of security and diversification of supply.

Through our activities we strengthen and guarantee the security of energy supply, promoting the use of natural gas in preference to other more polluting alternative fuels such as oil or coal. In addition, natural gas is of great importance for improving competitiveness, as it allows for the introduction of efficient industrial technologies which improve the intensity of energy usage and competitiveness in the industry, generating direct and indirect employment.

Government Structure

General Shareholders' Meeting

The General Shareholders' Meeting is the highest body representing shareholders.

Enagás S.A. has a free float of 95%, one of the highest on the Spanish continuous market. More than 70% of our share ownership is international, including the USA-Canada and Continental Europe (27% and 23% respectively).

Enagás S.A. applies a proprietary separation model, which establishes the maximum limit of ownership by any shareholder at 5%, with a limitation on the voting rights of 1% for agents in the gas sector and 3% for the rest of shareholders. These limitations do not apply to direct or indirect interest held by the public corporate sector.

Board of Directors

Enagás, S.A. has a percentage of Independent Directors (62%) higher than the average of the Spanish market and has been reducing the number of members of the Board of Directors that now stands at 13 members.

In addition, Enagás S.A.'s commitment to promoting gender diversity in the Board is reflected in the significant increase in the percentage of women, from 6% in 2007 to 31% in 2019, having

met the commitment established by the company and the recommendation of the CNMV to reach 30% by 2020.

Operation and probable evolution

Enagás, S.A., as head of the Enagás Group, will guarantee the proper functioning of the Spanish Gas System, and will ensure security of supply by facilitating competition in a transparent and non-discriminatory manner. Likewise, it will optimise the operation of the Spanish Gas System by coordinating the different agents and proposing measures to improve its operation. It will continue to develop the transmission network and manage its infrastructures in a safe, efficient, profitable way with a commitment to protecting the environment. All this will be achieved in collaboration with the regulators, thus providing service quality to its customers, creating value for its shareholders and contributing to the sustainable development of the Company.

Natural gas is key to achieving a sustainable, safe and efficient energy in a low carbon economy. It is the most efficient technical-economic solution compared to other conventional fuels, with the lowest cost for citizens and companies. Natural gas helps to make the industry more competitive and reduces the environmental impact. It is an essential energy source for many sectors because of its versatility and high calorific value. In addition, Enagás, S.A. is promoting the development of renewable gases, such as hydrogen and biomethane, as new key solutions for the energy transition. These non-electric renewable energies can be transported via the existing gas infrastructure, maximising their use and contributing to a fair energy transition.

In 2019, the 2021-2026 new regulatory framework was approved, a stable and predictable framework developed by an Independent Regulator (National Commission on Markets and Competition (CNMC)) that supports the objectives of the energy transition.

In 2019 the demand for natural gas in Spain closed with growth of around 14% over the previous year, reaching 398 TWh, the highest figure since 2010. This increase has been mainly due to a very high demand for natural gas for electricity generation and increased consumption by industry.

II. Evolution and results

Economic dimension

Good Governance

Enagás, S.A. has a Sustainability and Good Governance policy which reflects the importance of good governance for the generation of value by the company. In 2019, the 2019-2021 Executive Compensation Plan was approved following good governance recommendations and based on targets aligned with the company's strategic priorities.

Financial and operational excellence

Principal Economic Results

The Company's net profit amounted to 403.2 million euros, 8.6% higher than 2018. In 2019, investments worth 388.3 million euros were made.

The dividend per share in 2019 increased by 5% over the previous year, reaching 1.60 euros per share. Enagás, S.A. concluded the year 2019 at 22.74 euros per share.

The share capital of Enagás, S.A. at December 31, 2019 was 392.9 million euros, with 261.9 million shares.

In 2019 the rating agencies Standard & Poor's and Fitch Ratings have reaffirmed Enagás S.A.'s long-term rating at BBB+ with a "stable" outlook in their annual review reports.

Enagás S.A. has been listed on the Dow Jones Sustainability Index since 2008, and is a leading company in the Oil & Gas Storage & Transportation sector, with a rating of 85 points.

Social dimension

Human capital management

Enagás, S.A., as a certified Top Employer company, offers stable and quality employment with high percentages of permanent and full-time labour contracts, totalling 97.15% and 95.44%, respectively. In addition, the commitments acquired by Enagás, S.A. in its Management of Human Resources policy, together with the measures and actions implemented, translate into high levels of employee satisfaction and motivation, as reflected in low staff turnover (3.81% voluntary turnover) and the results obtained in the workplace climate survey.

Enagás S.A. has an integrated talent management model to promote the achievement of the Company's strategic objectives and plans through four principles: To attract the best talent to Enagás, to know our internal talent, to continuously train our professionals and to develop the internal talent.

Enagás, S.A. commits itself, every day, to applying the principle of equal opportunities and non-discrimination. It is a staunch believer of diversity among its professionals through the Comprehensive Diversity Plan as the basis for its strategy which prioritises its focus on the spheres of gender, functional, generational and cultural diversity.

In 2019 Enagás, S.A. renewed its certification as an EFR company (Family Responsible Company), the Bequal seal for its commitment to the inclusion of people with disabilities, the Diversity Charter and has signed the United Nations Women's Empowerment Principles.

Health and safety

The global security approach of Enagás S.A. is based on the integration of the safety and health culture into the environment, people, facilities and information, through the involvement of leaders and the development of a model of health and security behaviours.

The Enagás Occupational Risk Prevention Management System, certified according to OHSAS 18001 (100% of activities), has procedures and standards for the identification and evaluation of risks, as well as for the notification of accidents.

In addition, Enagás S.A. is certified as a Healthy Company.

Ethical compliance and Human Rights

Enagás S.A. has a framework of policies, procedures and regulations that consists of: the Code of Ethics, corporate policies and guidelines, and the management and regulatory procedures necessary to ensure due diligence in related matters.

The Enagás S.A. Ethics Channel is a platform for consulting doubts and notifying irregularities or breaches of the Code of Ethics and is managed by the company's Ethical Compliance Committee. In 2019, a communication was received through the Ethics Channel regarding irregular conduct at work, which, after analysis, was dismissed as inadmissible.

The Enagás, S.A. compliance model is the main tool for ensuring ethics and integrity in the performance of the company's activities. This Model is being coordinated around the Compliance Policy and its associated standard. Furthermore, under the Compliance Model, Enagás, S.A. has a Crime Prevention Model that is the essential core of the company's criminal compliance. It also has a Corruption Prevention Model.

Community outreach

The objective of Enagás S.A.'s social investment, is to contribute to the socio-economic development of local communities, giving priority to those areas in which the company operates, through sustainable social action models. Through dialogue and collaboration with stakeholders, the positive social impact of the company's initiatives, whether in the form of volunteering, sponsorship, patronage or donation (2 million euros in 2019) is maximised.

Supply chain

Supply chain management is an increasingly critical point in the company's management. Adequate management of the supply chain allows us to identify and manage regulatory, operational, and reputational risks, as well as take advantage of opportunities for collaboration and the creation of shared value.

In order to work with Enagás S.A., the suppliers must go through a rigorous approval process. They must meet, among others, the following approval requirements:

- Have the capacity and resources to meet technical, quality, environmental and safety requirements, and upholding thereof over an extended period of time.
- Respect the principles of the United Nations Global Compact and the Universal Declaration of Human Rights.
- Acceptance of the Enagás Code of Ethics.
- Hold certifications relating to quality, environmental matters, and occupational risk prevention for suppliers of certain product or service families.

The Company's average payment period for its suppliers is 45 days.

Environmental aspects

Activities for protection of the environment and biodiversity, energy efficiency, reduction in emissions, and the responsible consumption of resources are essential elements in the Enagás S.A. environmental management to mitigate the impact of its activities.

Environmental management

Enagás S.A. undertakes its environmental commitments (as reflected in the Health & Safety, Environment and Quality Policy) through the Environmental Management System and 100% of its activity is certified in accordance with ISO 14001.

Climate change and energy efficiency

Improved energy efficiency and lower GHG emissions are major factors in reinforcing the vital role that natural gas will play in a low carbon economy as a key element for achieving sustainable, safe and efficient energy.

Enagás, S.A. is increasing its commitment to the fight against climate change every year through its management and continuous improvement model, based on public commitment and target setting, emission reduction and compensation measures and reporting of our performance and results, following TCFD recommendations.

Enagás S.A. is also committed to the use of gas as the least polluting fossil fuel and, therefore, key to the power generation mix for meeting emission reduction targets and allowing the development of more efficient renewable energies; as well as replacing other fossil fuels as we move towards more sustainable mobility in sea, rail and road transport.

The Company sets itself improvement challenges by establishing objectives for reducing annual emissions in the medium and long-term, as well as via the definition of an emissions compensation strategy. In order to achieve said objectives, the Company implemented an Energy Efficiency and Emissions Reduction Plan, through which different energy saving measures are identified, developed, and quantified.

In 2019 the company signed the Business Ambition 1.5°C commitment and has certified its energy management system in accordance with ISO 50001.

III. Liquidity and capital resources

Enagás S.A. has adapted to the new circumstances arising out of the crisis, reducing its external financing through banks and resorting to other types of financing, such as bond issues, which has permitted the Company to achieve a more diversified structure. Net debt of the Group in 2019 decreased by 3,754,969 thousands of euros with respect to 2018.

IV. Risk management

The Company Enagás, S.A. is exposed to various risks intrinsic to the sector, markets in which it operates and the activities it performs, which, should they materialise, could prevent it from achieving its objectives and executing its strategies successfully.

The Company Enagás S.A. has established a risk control and management system model aimed at ensuring the continuity of the business and the achievement of the objectives of the company in a predictable manner and with a medium-low profile for all of its risks. This model allows it to adapt to the complexity of its business activity in a globalised competitive environment, in a complex economic context, where the materialisation of a risk is more rapid and with an evident contagion effect.

The Model is based on the following aspects:

- The consideration of some standard types of risk to which the Company is exposed.
- Separation and independence of risk control and management functions articulated by the Company in three lines of "defence".
- Governing bodies with responsibilities regarding supervision of the Company's risk level.
- Establishing a risk appetite framework which defines the risk levels considered acceptable and that are in line with established business objectives and the market environment in which the activities are carried out.
- The transparency of information supplied to third parties, to guarantee its reliability and accuracy.

The integral analysis of all risks allows the appropriate control and management thereof, an understanding of the relationships between them and facilitates their joint assessment. This is accomplished by taking into account the differences of each type of risk in terms of its nature, handling capacity, risk measurement tools, etc.

The main risks associated with the business activities of Enagás S.A. are classified as follows:

1. Strategic and Business Risks

These are risks which are inherent to the gas sector and are linked to potential losses of value or results derived from external factors, strategic uncertainties, economic cycles, changes to the environment, changes to patterns of demand, competition and market structure or changes to the regulatory framework, as well as those derived from taking the incorrect decisions in relation to business plans and company strategies.

The activities carried out by the Company are notably affected by current regulations (local, regional, national and supranational). Any change in that legislation could negatively affect profits and the value of the company. Within this type of risk, regulatory risk is of special relevance, and is associated with the remuneration framework and, therefore, the regulated income from business activities.

Similarly, the new developments of infrastructures are subject to obtaining licences, permits and authorisation from governments, as well as legislation of various types, notably environmental regulations. These long-term and complex processes may give rise to delays or modifications to the designs initially projected due to: obtaining authorisation, the processes relating to environmental impact studies, public opposition in the affected communities, and changes in the political environment. All of these risks may increase costs or delay projected income.

The growth in demand may also bring negative effects that will have a different impact in the short-, medium- and long-term. Growth may also depend on meteorological conditions or the competitiveness of natural gas compared to other energy sources, performance of the economy, etc.

In the short-term, the variation in the demand for the transmission, regasification and underground storage of natural gas in Spain has a direct impact on a component of the regulated remuneration received by these activities. The degree to which regasification plants are used may have a negative impact on the forecasted operating costs, through greater internal consumption and greenhouse gas emissions.

In the medium- to long-term, the increase in the demand is a factor that creates opportunities for building new projects in transport, regasification and underground storage infrastructure for natural gas and its development may alter or delay decisions taken in dealing with these projects.

The results of the Company may also be affected by the legal risk arising from the uncertainties related with the different interpretation of contracts, laws or regulations which the company and third parties may have, as well as the results of any law suits undertaken.

The Company Enagás S.A. has implemented measures to control and manage its strategic and business risk within acceptable risk levels, consisting in the continuous supervision of risks in connection with regulatory changes, market conditions, competition, business plans, strategic decision-making, etc. as well as management measures to contain risk at acceptable levels.

2. Operational and Technological Risks

Operation of the Enagás S.A. infrastructures may give rise to losses of value or earnings resulting from inadequate processes, failures of physical equipment and computer systems, human error or other external factors. This type of risk can in turn be classified as an industrial infrastructure risk (related to the nature of the fluids under management), risks associated with infrastructure maintenance, logistical and commercial processes, as well as other risks associated with corporate processes.

The main operational and technological risks to which the Company is exposed are:

- Industrial risk, relating to incidents during operation of transport infrastructure, regasification plants, and underground storage, which potentially involve great damage; very often conditioned by the nature of the fluid under management.
- Internal and/or external fraud.
- Cybersecurity, in the different guises it may present itself (economic fraud, espionage, activism and terrorism).

The Company Enagás S.A. identifies the activities relating to management and control which can provide an adequate and appropriate response to these risks. Among the control activities thus defined there are emergency plans, maintenance plans, control and alerting systems, training and skill upgrading for staff, application of certain internal policies and procedures, defining quality indicators, establishing limits, and quality certifications and audits, prevention and environment, etc. which allow the Group to minimise the probability of these risks occurring. To mitigate the negative economic impact that the materialisation of any of these risks may have on Enagás S.A., a series of insurance policies have been arranged.

Some of these risks could affect the reliability of the financial information prepared and reported by Enagás, S.A. An Internal Control over Financial Reporting (ICFR) system was implemented to control these types of risk, the details of which can be consulted in the Corporate Governance Report.

3. Credit and Counterparty Risks

Credit and counterparty risk relates to the possible losses arising from the non-compliance of monetary or quantifiable obligations of a counterparty to which the Company has granted net credit which is pending settlement or collection.

The counterparty risk includes the potential breach of obligations acquired by a counterparty in commercial agreements that are generally established in the long-term.

Enagás, S.A. monitors in detail this type of risk, which is particularly relevant in the current economic context. The activities carried out include analysing the risk level and monitoring the credit quality of counterparties, regulatory proposals to compensate Enagás S.A. for any possible failure to comply with payment obligations on the part of marketers (an activity that takes place in a regulated environment), request for guarantees, etc.

However, regulations have been developed establishing standards for managing guarantees in the Spanish gas system and which oblige gas supply companies to provide guarantees for: (i) contracting capacity in infrastructure with regulated third-party access and international connections, (ii) settlement of imbalances; and (iii) participation in the organised gas market.

The measures for managing credit risk involving financial assets include the placement of cash at highly-solvent entities, based on the credit ratings provided by the agencies with the highest international prestige. Likewise, interest rate and exchange rate derivatives are contracted with financial entities with the same credit profile.

The regulated nature of Enagás S.A. business activity does not allow an active customer concentration risk management policy to be established.

Information concerning counterparty risk management is disclosed in **Note 3.5** to the Annual Accounts.

4. Financial and Fiscal Risks

Enagás S.A. is subject to the risks deriving from the volatility of interest and exchange rates, as well as movements in other financial variables that could affect the Company's liquidity.

Interest rate fluctuations affect the fair value of assets and liabilities that accrue interest at fixed rates, and the future cash flows from assets and liabilities that accrue interest at floating rates. The objective of interest rate risk management is to achieve a balanced debt structure that minimises the cost of debt over a multi-year horizon with low volatility in the income statement. The Enagás Group, of which the Company is the parent company, maintains a fixed or protected debt structure of more than 70% to limit this risk. Changes in exchange rates may affect debt positions denominated in foreign currency. Enagás, S.A.'s exchange rate risk management is designed to balance the cash flows of assets and liabilities denominated in foreign currency in each of its subsidiaries.

Enagás S.A. maintains a liquidity policy that is consistent in terms of contracting credit facilities that are unconditionally available and temporary financial investments in an amount sufficient to cover the projected needs over a given period of time.

With respect to tax risk, the Company is exposed to possible modifications in tax regulatory frameworks and uncertainty relating to different possible interpretations of prevailing tax legislation, potentially leading to negative effects on results.

The financial risk management policy is described in **Note 3.5** of the Annual Accounts.

5. Reputational Risks

Reputational risk refers to any action, event or circumstance that could have a harmful effect on the Company's reputation among its stakeholders.

Enagás, S.A. has implemented a self-assessment reputational risk procedure which uses qualitative measurement techniques. This process considers the potential reputational impact of any of the risks listed in the current inventory as a result of strictly reputational events arising from the action or opinion of a third party.

6. Compliance Risk and Model

The Company is exposed to compliance risks, which includes the cost associated with potential penalties for breach of laws and legislation, or penalties resulting from the materialisation of operational events, the use of improper business practices or the breach of internal company policies and procedures.

Also, the Company may be affected by risks associated with the improper use of assessment models and/or risk measurement, and hypotheses that are outdated or do not have the necessary precisions to be able to correctly evaluate their results.

7. Criminal Liability Risks

The amendments made to Article 31 bis of the Criminal Code in 2010 and 2015 establish criminal liability on the part of legal entities. In this context, Enagás S.A., could be held liable in Spain for certain crimes committed by its directors, executives and employees in the course of their work and in the interest of the Company.

To prevent this risk from materialising, Enagás, S.A. has approved a Crime Prevention Model and has implemented the measures needed to prevent corporate crime and to avoid liability for the Company.

8. Other Risks

Given the dynamic nature of the business and its risks, and despite having a risk control and management system that responds to the best international recommendations and practices, it is not possible to guarantee that some risk is not identified in the risk inventory of the Company.

V. Subsequent events

Subsequent to the year-end, in relation to the investment commitments held in Tallgrass Energy LP by certain subsidiaries in which Enagás Internacional, S.L.U. holds an ownership interest (**Note 1.6.b**), on January 16, 2020 the Company granted Enagás Internacional, S.L.U. a loan amounting to 320,000 thousands of euros and whose maturity will be on April 16, 2020.

Furthermore, on January 30, 2020 Enagás Internacional, S.L.U. granted Enagás, S.A. a loan of up to 250,000 thousands of dollars and whose maturity will be on January 30, 2021. At the date of preparation of these annual accounts, Enagás, S.A. had drawn down 70,980 thousands of dollars. No events have occurred that significantly affect the results of Enagás S.A. or its equity statement.

VI. Research and Development activities

In the field of technological innovation developed by Enagás, S.A. during 2019, the main actions have been to continue improving its present activity and to continue with the process initiated in 2018 of analysing and deepening the knowledge of other possible technologies that in the short- and medium-term could add value to the Company's own infrastructures and/or know-how.

Among the first highlighted is efficiency in a broad sense; gas measurement and analysis of its components; operational safety; the materials and equipment necessary for their activity. The latter include the production, analysis, certification and transport of synthetic natural gas, biogas, biomethane and hydrogen.

The company's internal innovation activities and the development of new energies have been developed mainly by the new Innovation and New Energies Department:

1. Efficiency

This section includes two distinct sections: energy efficiency and technical efficiency.

Energy efficiency

During 2019 Enagás, S.A. has continued its efforts, on the one hand, to reduce the energy consumption of its facilities and, on the other hand, to raise the level of energy it produces for self-consumption or export.

The consumption reduction in its facilities is mainly focused on the optimisation of its processes, to minimise the energy needs of these processes, and in the modification or replacement of their equipment, to improve their unit performance.

The production of energy is based on the use of the residual energies of its processes to, in turn, produce electrical energy. The residual energy used is the heat that is lost through the exhaust gases of the gas turbines, the cold that is wasted during the vaporisation process of the liquefied natural gas (LNG) and the pressure that dissipates in the points regulated by needs of the gas transmission system or for the delivery of gas to other carriers or distributors. Currently, Enagás, S.A. has facilities for each of these three types. During 2019, projects have been started up or developed, such as the following: Measuring fugitive methane emissions, Barcelona Desalination Plant, Cathodic Protection Training Camp, Odour Neutralisation Pilot, Water with Methanol in USF, 3D Laser Scanner Pilot for the detection of corrosion and mechanical defects in piping or Electrical Phases Monitoring for the detection of mechanical failures in cryogenic pumps.

Technical efficiency

As a result of the experience acquired in previous years, during 2019, analysis of the possible technical and economic convenience of self-producing certain inputs necessary for the operation of the facilities was continued. In this regard, the most noteworthy production is the expansion of the autonomous generation of nitrogen at the Huelva Plant, a chlorine dioxide reactor at the Barcelona Plant and, in part, the experience acquired in previous years, in 2018 the possible technical and economic convenience of self-producing certain inputs necessary for the operation of the facilities continued to be analysed. In this sense, the most noteworthy production is that of expanding the autonomous generation of nitrogen at the Huelva Plant or introducing a chlorine dioxide reactor at the Barcelona Plant.

2. Measurement and analysis of natural gas

Enagás, S.A. continues to equip itself with the best available techniques to reduce the level of uncertainty in the measurement of the energy contained in natural gas, both in the liquid state (LNG) and in the gaseous state (NG), at the points at which it is received or delivered to third parties. This innovative effort has been translated into different studies and actions during 2019, among which we highlight the following: RAMAN technology for the determination of LNG quality and its properties during loading and unloading from ship to plant, in liquid state and GASPROP II Project for the development of a computer tool for the calculation of natural gas properties.

3. Operational safety

Throughout 2019, the Company continued with the research line on pipeline safety and other Enagás S.A. facilities. The work has focused on improving the mathematical models used. To this end, participation in different international joint projects has been maintained, which has also confirmed that the level of security of the Enagás S.A. facilities is adequate and is in line with that of other foreign companies with similar characteristics.

It has also continued to update the tools developed to meet the needs of different areas of the Company both in the design of new facilities and in the operation of existing ones. Work began on the creation of a unique and more complete simulation Hub for the creation of a collaborative environment, in the field of simulations, which includes the development of ad-hoc simulation tools to support decision-making.

All of the above has been carried out in accordance with the legislation in force in the matter.

4. Materials and equipment

During 2019, Enagás, S.A. has continued its activities to keep up-to-date a set of specifications and technical requirements, applicable to the materials and equipment with which it designs, builds and operates its facilities, which collects the state of the art at all times and ensures that the best alternatives are adopted in order to optimise the total cost (CAPEX + OPEX) of these facilities for the Company, without undermining security levels. For this purpose, the Company works actively with different national and international organisations and technological entities. It is worth noting the participation in normative organisations (ISO, AENOR, BEQUINOR) and in research and development groups and associations (GERG, EPRG).

Adaptations of plant jetties facilities are also being carried out for the small-scale, multi truck-to-ship (MTTS) project.

5. Evolution of gas infrastructure

Enagás S.A. is aware of the wide diversity of scenarios and solutions that the energy sector could develop in the future in a broad sense. As a consequence and independently of other actions that are carried out in various areas of the company to anticipate events and adapt to the profound changes that will arrive, the area of R&D remains in contact with technologies complementary and/or alternative to natural gas and which can also use part or all of the gas infrastructure in its hypothetical future development and implementation. In this sense, the following are considered as more plausible technologies: mixtures of hydrogen with natural gas in certain percentages; pure hydrogen; biogas and biomethane.

Enagás is committed to developing non-electric renewable energies, such as green hydrogen and biogas/biomethane, as new key energy solutions for the decarbonisation process, and in order to bring about a circular economy.

Renewable gases play a key role in the decarbonisation process, and accordingly it is necessary to provide new alternatives that allow a sustainable mobility, with the options of synthetic natural gas and hydrogen of renewable origin.

These are some of the biogas, biomethane and hydrogen projects on which the company worked during 2019, proving its ability to anticipate and adapt:

- Biogas-Biomethane Upgrade Feasibility Studies: Design, construction and operation of biomethane upgrading plants for injection into the Enagás network or for vehicular use. 16 of the more than 29 planned were launched throughout Spain in collaboration with various waste-producing partners (Biogastur, SACYR, Ferrovial, ENCE, Emgrisa, etc.).
- COLHD Project: Development, demonstration and optimisation of liquid biofuel blends, propulsion systems and storage systems to reduce the use of fossil fuels.
- Certificates Of Origin Platform: Establish a Matching Registry and Model for Renewable Green Energy in the form of Biomethane according to its origin and final use and establish the National Management Model according to the European models.
- EMPIR SRT3 Project (Legal Metrology of H2): Carrying out of precision, durability and intercomparison tests of gas meters for the measurement of non-conventional gases (biogas, biomethane, hydrogen, synthesis gas and mixtures with natural gas).
- Zaragoza Laboratory (Biomethane+H2) To adapt the Enagás Analysis Laboratory in Zaragoza, providing it with the necessary analytical means and procedures for measuring the components of the biomethane and hydrogen, to guarantee its quality both for injection into the network and for use as a fuel.
- MCHP Micro-Cogeneration Pilot Tests with H2 (Ajusa & Viessmann): Installation, commissioning and operation of microcogeneration system with fuel cell technology.
- SUN2HY: Luxhor Project (Repsol-Enagás): Development of a Photoelectrolyser for H2 production.
- Cartagena H2 Injection Plant: Demonstration of an H2 injection process in the gas network in Spain.
- Collaboration on three very promising European projects (SOLUTION, HYREADY, HIPS-NET) addressing the feasibility of injecting hydrogen, in certain percentages, into gas networks.
- ECO Project: Development of the technology of simultaneous steam and CO₂ electrolysis for the conversion of excess renewable electricity into distributable and storable hydrocarbons, such as methane.
- GREEN Project (Lanzarote): Development of a demonstrator that performs co-electrolysis of CO₂ and water in an electrolyser and then a methanisation stage for the use of synthesis gas.
- H2Port Project (Valencia): Change of port crane engine to fuel cell, HRS, logistic study.

VII. Acquisition and sale of treasury shares

In April 2019, the treasury shares of the Long-Term Incentive Plan (ILP) and the 2016-2018 Remuneration Policy were settled. This settlement involved the disposal of treasury shares amounting to 5,631 thousands of euros.

Also, on June 26, 2019, Enagás, S.A. finalised the process for acquiring treasury shares, which amounted to 501,946 shares, representing 0.19% of the Company's total shares, for a total of 9,876 thousands of euros (including associated expenses of 10 thousands of euros). This acquisition took place within the framework of the "Temporary Treasury Shares Buy-Back Scheme", whose exclusive aim was to meet the obligations of delivering shares to the Executive Directors and members of the Enagás Group management team under the current remuneration scheme according to the terms and conditions of the 2019-2021 Long-Term Incentive Plan (ILP) and Remuneration Policy approved at the General Shareholders' Meeting on March 29, 2019. The shares were purchased in compliance with the conditions set out in Article 5 of Regulation EC/2273/2003 and subject to the terms authorised at the General Shareholders' Meeting held on March 29, 2019. Management of the Temporary Treasury Share Buy-Back Scheme was entrusted to Banco Bilbao Vizcaya Argentaria (BBVA), which carried out the transaction on behalf of Enagás, S.A. independently and without exercising influence on the process (**Note 4.4**).

The movement in treasury shares in 2019 was as follows:

Company	No. of shares purchased	No. of ILP shares implemented 2016-2018	Total No. of shares
January 1, 2019			307,643
Treasury shares for remuneration systems	405,084	(210,781)	194,303
December 31, 2019			501,946



On February 17, 2020, the Board of Directors of Enagás, S.A. authorised the Annual Accounts and the Management Report for the year ended December 31, 2019, consisting of the accompanying documents, signed and sealed by the Secretary with the Company's stamp, for issue, in accordance with Article 253 of the Corporate Enterprise Act and Article 37 of the Code of Commerce, and remaining applicable standards.

In accordance with the provisions of Article 262.5 of the Consolidated Text of the Corporate Enterprise Act and the reference contained in the Management Report of the individual company Enagás, S.A. corresponding to the year ended December 31, 2019, Enagás, S.A., as a subsidiary of the Enagás Consolidated Group of companies, includes the Non-Financial Information Statement in the Consolidated Management Report of

Enagás, pursuant to the provisions of Law 11/2018 governing non-financial and diversity reporting.

DECLARATION OF RESPONSIBILITY. For the purposes of Article 8.1.b) of Royal Decree 1362/2007, of October 19, the undersigned directors state that, to the best of their knowledge the Annual Accounts, prepared in accordance with applicable accounting principles, provide a true and fair view of the equity, financial position and results of the Company and that the Management Report includes a fair analysis of the performance and results of the businesses and the situation of the Company, together with the description of the main risks and uncertainties faced. They additionally state that, to the best of their knowledge, the directors not signing below did not express dissent with respect to the Annual Accounts or the Management Report.

Chairman

Mr Antonio Llardén Carratalá
(Signed the original in Spanish)

Chief Executive Officer

Mr Marcelino Oreja Arburúa
(Signed the original in Spanish)

Board members

Sociedad Estatal de Participaciones Industriales-SEPI
(Represented by Mr Bartolomé Lora Toro)
(Signed the original in Spanish)

Mr Antonio Hernández Mancha
(Signed the original in Spanish)

Ms Patricia Urbez Sanz
(Signed the original in Spanish)

Ms Ana Palacio Vallelersundi
(Signed the original in Spanish)

Mr Martí Parellada Sabata
(Signed the original in Spanish)

Mr Santiago Ferrer Costa
(Signed the original in Spanish)

Mr Luis García del Río
(Signed the original in Spanish)

Ms Rosa Rodríguez Díaz
(Signed the original in Spanish)

Mr Gonzalo Solana González
(Signed the original in Spanish)

Ms Isabel Tocino Biscarolasaga
(Signed the original in Spanish)

Mr Ignacio Grangel Vicente
(Signed the original in Spanish)

Secretary to the Board of Directors

Mr Rafael Piqueras Bautista
(Signed the original in Spanish)



ISSUER'S PARTICULARS

Financial year-end:

[31/12/2019]

CORPORATE TAX CODE:

[A-28294726]

Corporate name:

[ENAGÁS, S.A.]

Registered office:

[PASEO DE LOS OLMOS, 19 MADRID]

A. OWNERSHIP STRUCTURE

A.1. Complete the following table on the company's share capital:

Date of last modification	Share capital (€)	Number of shares	Number of voting rights
20/12/2019	392,985,111.00	261,990,074	261,990,074

Indicate whether different types of shares exist with different associated rights:

- Yes
 No

A.2. List the direct and indirect holders of significant ownership interests at year-end, excluding directors:

Name or corporate name of shareholder	% of voting rights assigned to shares		% of voting rights through financial instruments		total % of voting rights
	Direct	Indirect	Direct	Indirect	
BLACKROCK INC	0.00	3.20	0.00	0.17	3.38
STATE STREET CORPORATION	0.00	3.00	0.00	0.00	3.00
BANK OF AMERICA CORPORATION	0.00	3.61	0.00	0.00	3.61
AMANCIO ORTEGA GAONA	0.00	5.00	0.00	0.00	5.00
NORGES BANK	2.80	0.00	0.00	0.21	3.01

Detail of indirect stake:

Name or corporate name of the indirect holder	Name or corporate name of the direct holder	% of voting rights assigned to shares	% of voting rights through financial instruments	total % of voting rights
BLACKROCK INC	BLACKROCK INC	3.20	0.17	3.38
STATE STREET CORPORATION	STATE STREET CORPORATION	3.00	0.00	3.00
BANK OF AMERICA CORPORATION	BANK OF AMERICA CORPORATION	3.61	0.00	3.61
AMANCIO ORTEGA GAONA	AMANCIO ORTEGA GAONA	5.00	0.00	5.00

Name or corporate name of the indirect holder	Name or corporate name of the direct holder	% of voting rights assigned to shares	% of voting rights through financial instruments	total % of voting rights
NORGES BANK	NORGES BANK	0.00	0.21	0.21

Indicate the most significant movements in the shareholder structure during the year:

Most significant movements

At December 31, 2019, RETAIL OEICS AGGREGATE was not registered as significant shareholders in the information published on the CNMV's website. Since December 24, 2019 AMANCIO ORTEGA GAONA has been registered as a significant shareholder in the information published on the CNMV website.

A.3. Complete the following tables on members of the board of directors holding voting rights through company shares:

Name or corporate name of director	% of voting rights assigned to shares		% of voting rights through financial instruments		total % of voting rights	% of voting rights that can be transmitted through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR GONZALO SOLANA GONZÁLEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR MARCELINO OREJA ARBURÚA	0.00	0.00	0.01	0.00	0.01	0.00	0.00
MR ANTONIO LLARDÉN CARRATALÁ	0.03	0.00	0.03	0.00	0.06	0.00	0.00
MR MARTÍ PARELLADA SABATA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	5.00	0.00	0.00	0.00	5.00	0.00	0.00

% of total voting rights held by the Board of Directors

5.07

Detail of indirect stake:

Name or corporate name of director	Name or corporate name of the direct holder	% of voting rights assigned to shares	% of voting rights through financial instruments	Total % of voting rights	% of voting rights that <u>can be transmitted</u> through financial instruments
No data					

A.4. Indicate, as applicable, any family, commercial, contractual or corporate relationships between owners of significant shareholdings, insofar as these are known by the company, unless they are insignificant or arise from ordinary trading or exchange activities, except for those entered in section A.6:

Related party name or corporate name	Type of relationship	Brief description
No data		

A.5. Indicate, as applicable, any commercial, contractual or corporate relationships between owners of significant shareholdings, and the company and/or its group, unless they are insignificant or arise from ordinary trading or exchange activities:

Related party name or corporate name	Type of relationship	Brief description
BANK OF AMERICA CORPORATION	Corporate	Dividends and other benefits paid 13,442 thousands of euros.
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Corporate	Dividends and other benefits paid 18,598 thousands of euros.
BLACKROCK INC	Corporate	Dividends and other benefits paid 12,587 thousands of euros.
STATE STREET CORPORATION	Corporate	Dividends and other benefits paid 11,187 thousands of euros.
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Contractual	Expenses related to services received: 17 thousands of euros.
NORGES BANK	Corporate	Dividends and other benefits paid 10,741 thousands of euros

- A.6.** Describe the relationships, unless they are scarcely relevant to the two parties, between the significant shareholders or those represented on the board and the directors, or their representatives, in the case of legal entity directors.

Explain, where appropriate, how significant shareholders are represented. Specifically, those directors who have been appointed on behalf of significant shareholders, those whose appointment has been put forward by significant shareholders, or who are bound to significant shareholders and / or entities of their group, with a specification of the nature of such binding relationships, will be indicated. In particular, where appropriate, the information shall mention the existence, identity and position of board members or representatives of directors, if any, of the listed company, who are, in turn, members of the governing body, or their representatives, in companies that hold significant stakes in the listed company or in entities of the group of said significant shareholders:

Name or corporate name of related director or representative	Name or corporate name of related significant shareholder	Corporate name of the group's company of the significant shareholder	Description of relationship/role
MR SANTIAGO FERRER COSTA	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Proprietary director of Enagás S.A., appointed at the suggestion of Sociedad Estatal de Participaciones Industriales.
MR BARTOLOMÉ LORA TORO	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	Vice Chairman.

- A.7.** Indicate whether the company has been notified of any shareholders' agreements pursuant to articles 530 and 531 of the Corporate Enterprises Act ("LSC"). Provide a brief description and list the shareholders bound by the agreement, as applicable:

Yes
 No

Indicate whether the company is aware of the existence of any concerted actions among its shareholders. Give a brief description as applicable:

Yes
 No

Expressly indicate any amendments to or termination of such agreements or concerted actions during the year:

[N/A]

A.8. Indicate whether any individuals or legal entity currently exercise control or could exercise control over the company in accordance with article 5 of the Securities Market Act. If so, identify:

[] Yes
[v] No

A.9. Complete the following tables on the company's treasury share:

At year-end:

Number of shares held directly	Number of shares held indirectly (*)	% of total share capital
501,946		0.19

(*) Through:

Name or corporate name of the direct shareholder	Number of shares held directly
No data	

Explain the significant variations during the financial year:

Explain the significant variations

[N/A]

A.10. Give details of the applicable conditions and time periods governing any resolutions of the General Shareholders' Meeting to issue, buy back and/or transfer treasury shares:

The Ordinary General Shareholders' Meeting held on March 27, 2015 adopted the following resolution:
"To authorise and empower the Board of Directors, with power of substitution, for the derivative acquisition of the company's own shares in accordance with article 146 of the Corporate Enterprises Act, in the following terms:
1. The acquisitions may be carried directly by Enagás, S.A. or indirectly by subsidiaries under the same terms as those set out herein.
2. The acquisitions may be carried out through a purchase and sale, exchange or any other transaction permitted by law.
3. The maximum number of shares to be acquired shall be the maximum number permitted by law.

4. The acquisition price shall not be more than 15% higher or lower than the average weighted share price of the session prior the acquisition.
 5. The authorisation is granted for a maximum of five years from adoption of this resolution.
 In accordance with article 146 of the Corporate Enterprises Act, it is hereby expressly stated that the shares acquired pursuant to this authorisation may, in whole or in part, be directly awarded to employees or directors of the company or of companies belong to its Group, or that the purchase is the result of the exercise of employee or director options.
 This resolution repeals and leaves without effect by the amount not used the authorisation granted by the General Shareholders' Meeting of April 30, 2010 for the derivative acquisition of treasury shares".

A.11. Estimated floating capital:

	%
Estimated floating capital	90.00

- A.12.** Give details of any restriction (statutory, legislative or otherwise) on the transferability of securities and/or any voting right restriction. In particular, the existence of any type of restrictions that may make it difficult to take control of the company through the acquisition of its shares in the market, as well as authorisation or prior notice arrangements that, on acquisitions or transfers of financial instruments of the company are applicable by sectoral regulations.

- Yes
 No

Description of restrictions

Restrictions under law:
 Additional Provision 31 of Law 34/1998, of October 7, on the Hydrocarbons Sector, in force since the enactment of Act 12/2011, of May 27, governing civil liability for nuclear damage or damage caused by radioactive materials, specifies in section 2 that:
 "No natural person or legal person may hold, directly or indirectly, an interest in the parent company (ENAGÁS, S.A.) representing more than 5% of share capital or exercise more than 3% of its voting rights. Under no circumstances may such shareholdings be syndicated. Any party operating within the gas sector, including natural or legal persons that directly or indirectly own equity holdings in the former of more than 5%, may not exercise voting rights over 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises. Under no circumstances may share capital be syndicated. Likewise, the combined total of direct or indirect holdings owned by parties that operate within the natural gas sector may not exceed 40% (...)" (continues in Chapter H."OTHER INFORMATION OF INTEREST": EXPLANATORY NOTE ON SECTION A.12.)

- A.13.** Indicate whether the general shareholders' meeting has agreed to take neutralisation measures to prevent a public takeover bid by virtue of the provisions of Act 6/2007.

- Yes
 No

If applicable, explain the measures adopted and the terms under which these restrictions may be lifted:

A.14. Indicate whether or not the company has issued securities not traded in a regulated market of the European Union.

Yes
 No

If so, identify the various classes of shares and, for each class of shares, the rights and obligations they confer:

B. GENERAL SHAREHOLDERS' MEETING

B.1. Indicate whether the quorum required for constitution of the General Shareholders' Meeting differs from the system of minimum quorums established in the Corporate Enterprises Act and specify any such:

Yes
 No

B.2. Indicate and, as applicable, describe any differences between the company's system of adopting corporate resolutions and the framework established in the Corporate Enterprises Act:

Yes
 No

B.3. Indicate the rules governing amendments to the company's articles of association. In particular, indicate the majorities required to amend the articles of association and, if applicable, the rules for protecting shareholders' rights when changing the articles of association.

Article 18 of the Consolidated Text of the Articles of Association states that:

"The shareholders, when constituted as a duly summoned General Meeting, shall by a majority of votes as determined by law decide upon the matters that fall within the powers of the General Meeting. The General Meeting is responsible for addressing and agreeing upon the following issues: (...) and states in section c) amendments to the Articles of Association".

Likewise, article 26 states that:

"An ordinary or extraordinary General Meeting may validly resolve to increase or reduce capital, make any other alterations to the Articles of Association, issue bonds, remove or restrict the pre-emptive subscription right for new shares, and restructure, merge or split the company, transfer all the assets and liabilities thereof, or move the registered office to outside Spain, if, at the original date and time specified in the notice of meeting, there are present, in person or by proxy, shareholders representing at least fifty percent of voting subscribed capital.

At second call, the attendance or representation of shareholders holding at least twenty-five percent of subscribed voting capital shall be sufficient". Likewise, article 13.3 of the Rules and Regulations of the General Shareholders' Meeting states that:

"An absolute majority of shareholders holding at least fifty percent of the subscribed capital with voting rights is required to validly adopt resolutions to increase or decrease capital, make any other amendment to the Articles of Association, issue bonds, eliminate or restrict pre-emptive subscription rights for new shares, transform, merge, spin off or globally assign assets and liabilities, and transfer the registered office abroad. However, the favourable vote of shareholders representing two-thirds of the share capital present or represented is required when, on second call, shareholders holding at least twenty-five percent of the subscribed capital with voting rights are present and the aforementioned fifty percent threshold is not reached".

B.4. Indicate the attendance figures for the General Shareholders' Meetings held during the year referred to in this report and those of previous years:

Date of general meeting	Attendance data				Total
	% attending in person	% of representation	% remote voting Electronic means	Other	
31/03/2017	0.15	39.01	0.00	6.49	45.65
Of which floating capital	0.14	37.06	0.00	6.17	43.37
22/03/2018	0.28	40.17	0.00	5.18	45.63
Of which floating capital	0.27	38.16	0.00	4.92	43.35
29/03/2019	0.20	45.55	0.04	5.26	51.05
Of which floating capital	0.19	43.27	0.04	4.99	48.49

B.5. Indicate whether there has been any item on the agenda of general meetings during the year that, for any reason, was not approved by the shareholders:

Yes
 No

B.6. Indicate whether the articles of association impose any minimum requirement on the number of shares required to attend the General Shareholders' Meeting or for remote voting:

Yes
 No

B.7. Indicate whether or not it has been established that certain decisions, other than those established by Law, involving an acquisition, disposal, contribution of essential assets to another company or other similar corporate operations, must be submitted for the approval of the general shareholders' meeting:

Yes
 No

B.8. Indicate the address and mode of accessing corporate governance content on your company's website as well as other information on general meetings which must be made available to shareholders on the:

All information on Enagás, S.A.'s Corporate Governance and General Meetings is available to the public on its website (www.enagas.es or www.enagas.com). The links to this information can be found easily through the company's web browser and are as follows:

• In Spanish:

- i) Página principal / Accionistas e Inversores /Gobierno Corporativo:
 - Junta General de Accionistas.
 - Política de Gobierno Corporativo.- Informe Anual de Gobierno Corporativo.
- ii) Página principal/Sostenibilidad/Gobierno Corporativo.

• In English:

- i) Home/Investor Relations/Corporate Governance:
 - General Shareholders' Meeting.
 - Corporate Governance Policy.



ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES

- Annual Report on Corporate Governance.
- ii) Home/Sustainability/Corporate Governance.

C. COMPANY MANAGEMENT STRUCTURE

C.1. Board of Directors

C.1.1 Maximum and minimum number of directors included in the articles of association and the number set by the general meeting:

Maximum number of Directors	14
Minimum number of Directors	6
Number of directors set by the shareholders' meeting	13

C.1.2 Complete the following table with Board members' details:

Name or corporate name of director	Representative	Director category	Position on the board	Date first appointment	Date last appointment	Election procedure
MS ANA PALACIO VALLELERSUNDI		Independent	INDEPENDENT LEADING DIRECTOR	25/03/2014	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR GONZALO SOLANA GONZÁLEZ		Independent	DIRECTOR	25/03/2014	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR ANTONIO HERNÁNDEZ MANCHA		Independent	DIRECTOR	25/03/2014	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR MARCELINO OREJA ARBURÚA		Executive	CHIEF EXECUTIVE OFFICER	17/09/2012	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR SANTIAGO FERRER COSTA		Proprietary	DIRECTOR	15/10/2018	29/03/2019	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR IGNACIO GRANGEL VICENTE		Independent	DIRECTOR	22/03/2018	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING

Name or corporate name of director	Representative	Director category	Position on the board	Date first appointment	Date last appointment	Election procedure
MR LUIS GARCÍA DEL RÍO		Independent	DIRECTOR	31/03/2017	31/03/2017	VOTE AT GENERAL SHAREHOLDERS' MEETING
MS ISABEL TOCINO BISCAROLASAGA		Independent	DIRECTOR	25/03/2014	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR ANTONIO LLARDÉN CARRATALÁ		Executive	CHAIRMAN	22/04/2006	22/03/2018	VOTE AT GENERAL SHAREHOLDERS' MEETING
MR MARTÍ PARELLADA SABATA		Other External	DIRECTOR	17/03/2005	31/03/2017	VOTE AT GENERAL SHAREHOLDERS' MEETING
MS ROSA RODRÍGUEZ DÍAZ		Independent	DIRECTOR	24/04/2013	31/03/2017	VOTE AT GENERAL SHAREHOLDERS' MEETING
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	MR BARTOLOMÉ LORA TORO	Proprietary	DIRECTOR	25/04/2008	18/03/2016	VOTE AT GENERAL SHAREHOLDERS' MEETING
MS PATRICIA URBEZ SANZ		Independent	DIRECTOR	29/03/2019	29/03/2019	VOTE AT GENERAL SHAREHOLDERS' MEETING

Total number of Directors	13
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Indicate the losses due to resignation, dismissal or for any other reason, in the board of directors during the reporting period:

Name or corporate name of director	Status of director upon resignation	Date of last appointment	Date of departure	Specialized commissions of which she/he was a member	Indicate if the departure occurred before the end of the mandate
MR LUIS JAVIER NAVARRO VIGIL	Other External	27/03/2015	29/03/2019	Appointments, Remuneration and CSR Committee.	NO

Name or corporate name of director	Status of director upon resignation	Date of last appointment	Date of departure	Specialized commissions of which she/he was a member	Indicate if the departure occurred before the end of the mandate

C.1.3 Complete the following tables on board members and their respective categories:

EXECUTIVE DIRECTORS		
Name or corporate name of director	Position held in the company	Profile
MR MARCELINO OREJA ARBURÚA	Chief Executive Officer	<p>Marcelino Oreja has been Chief Executive Officer of Enagás since September 2012. Currently, he is also a Trustee of the Transforma España Foundation. Marcelino Oreja is a Patent and Trademark Agent. He holds a degree in Industrial Engineering from the School of Engineering (ICAI) at the Pontifical University of Comillas and completed the Global CEO Programme and the Advanced Management Programme, both at the IESE Business School. Between 1992 and 1997 he was General Secretary of the National Confederation of Young Entrepreneurs, maintaining close collaboration with the Spanish Confederation of Entrepreneurs. In his international and strategic development he has been an adviser to companies such as COMET or SERVICOM. He founded DEF-4 patents and trademarks, which he sold to Garrigues Andersen in 1997, becoming its General Manager. Among other senior positions, he was the International Director of Aldeasa, General Manager of EMTE and, following the merger with COMSA, General Manager of COMSA EMTE (the second biggest unlisted Spanish group in the infrastructure and technology sector). He was also Chairman of the FEVE railway company. In the political sphere, he was a Member of the European Parliament from 2002 to 2004. He was also a Board Member of the Basque Energy Agency. He is the author of two books: <i>Viaje interior por África</i> (2000) and <i>Cultura emprendedora y la Unión Europea</i> (2003).</p>
MR ANTONIO LLARDÉN CARRATALÁ	Chairman	<p>Antonio Llardén has been the Executive Chairman of Enagás since 2007. In addition, he currently holds the office of Chairman of the Foundation for Energy and Environmental Sustainability (Funseam), formed by the major companies operating in the energy market in Spain, as well as being a member of the Executive Committee and the Spanish Energy Club Management Board and of the CEOE Business Action Council and the Business Leadership Forum. He is a Trustee of the Elcano Royal Institute of International and Strategic Studies (chaired by His Majesty King Felipe VI of Spain), of the Princess of Girona Foundation (whose Honorary President is H.R.H. Princess of Asturias and Girona), of the Spain-Peru Council Foundation, of Aspen Institute Spain, of the Spain-United States Council Foundation and of the Foundation of Studies of Applied Economics (FEDEA). Antonio Llardén collaborates with different institutions related to the world of music.</p>

EXECUTIVE DIRECTORS		
Name or corporate name of director	Position held in the company	Profile
		<p>He is a Trustee of the Reina Sofia Royal College of Music and a member of the Teatro Real Board of Protectors and of its Monitoring Committee. He is an Industrial Engineer and studied at the Higher Technical School of Industrial Engineering of the Polytechnic University of Catalonia in Barcelona, and has wide experience in the business sector. Throughout his career he has held various senior positions in the infrastructure and energy sectors. He has been Chairman of the gas employer Sedigas, and also a member of the Board of Directors of Eurogas and of the Executive Committee of the International Gas Union (IGU). He has been a Director in several companies. In 2007 he chaired the LNG World Congress, which periodically brings together the main players in the natural gas sector every three years. He has also been Dean of the College of Engineers; member of the Social Council of the Autonomous University of Barcelona and Chairman of its Economic Commission. He is a Knight of the National Order of the Legion of Honour, the highest award granted by France for eminent merits in service to the country. He is currently a visiting professor at several universities and business schools.</p>

Total number of Executive Directors	2
% of the Board	15.38

EXTERNAL PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of significant shareholder represented or proposing appointment	Profile
MR SANTIAGO FERRER COSTA	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	<p>- Graduate in Economics and Business Administration. - Director of the Economic and Social Council (CES) of the Balearic Islands. - Member of the Economic Committee of the Economic and Social Council (CES) of the Balearic Islands. - Chief Executive Officer of Morna Assessors, associated with Grupo Tax Economistes i Advocats. - Practising economist with No. 981 of the Association of Economists of the Balearic Islands.</p>
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	<p>- Vice Chairman of SEPI. - A graduate in Economic and Business Sciences through CUNEF, specializing in Finance and Executive MBA through the Business Institute. - He started his professional career at Bankinter and held positions in the financial area at Enfersa and Ferrovial. - He joined the National Institute of Industry (INI) in 1990. - He was appointed director of Planning in 2000 and director of Subsidiaries in 2002, joining SEPI's Management Committee.</p>

EXTERNAL PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of significant shareholder represented or proposing appointment	Profile
		-He has been a member of the Boards of Directors of NAVANTIA, ALESTIS, ITP and TRAGSA.

Total number of proprietary directors	2
% of the Board	15.38

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
MS ANA PALACIO VALLELERSUNDI	<p>Lawyer, founder of Palacio & Asociados law firm. • Independent Leading Director of Enagás, Director of Pharmamar and Director of AEE Power. • Elective member of the Spanish Council of State (2012-2018). • Member of Investcorp’s International Advisory Committee and Member of the International Advisory Council of Office Chérifien des Phosphates (OCP).</p> <p>Member of IE Business School’s Governing Board. • Member of the External Advisory Council of Energy Future Initiative (EFI). • Member of the World Economic Forum’s Global Agenda Council and Member of the Executive Board of the Atlantic Council of the United States. • Member of the governing bodies of a number of research centres and public institutions: the MD Anderson Cancer Center, the Science Board of Real Instituto Elcano and the Global Leadership Foundation. • Guest lecturer at Edmund A. Walsh School of Foreign Service at Georgetown University. • Regular contributor to “Project Syndicate”, among other media.</p> <p>• Regular participant as panellist in international conferences and forums; in the energy sector, among others, the Istanbul G-20 International Energy Forum; the Atlantic Council Energy & Economic Summit, Atlantic Council Energy Forum and the Schlessinger Awards Energy Security Conference. She was invited as a speaker by the International Energy Agency (IEA) (2017). • Holder of equivalent master’s degrees in law, political science and sociology. • Honorary doctorate in humanities from Georgetown University and winner of the 2016 Sandra Day O’Connor Justice Prize and Officer of the National Order of the Legion of Honour of the Republic of France (2016). • Member of the European advisory council of The European House - Ambrosetti (2015-2016). • Coordinator of the Trans-European Transport Network (2014). • Member of the Advisory Council of Foreign Affairs and Security (2010-2014) and of the Committee for the Appointment of Judges and Advocates-General of the European Union Court of Justice and the General Court (2010-2013). • Adviser to the European Commission on justice, fundamental rights and citizenship (2010-2012). • Vice President and member of the Executive Committee of AREVA (2008-2009). • Senior Vice President and General Counsel of the World Bank (2006-2008). • Secretary General of the International Center for the Settlement of Investment Disputes (2006-2008). • Member of the Spanish Parliament, Chairwoman of the Joint Committee of the Two Houses for EU affairs (2004-2006). • Spain’s first woman Minister of Foreign Affairs (2002-2004). • Member of the Presidium of the Convention for the Future of Europe: She participated in the debate and the drafting of the European Constitution project (2001-2003).</p>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	Member of the European Parliament, Chairwoman of the Legal Affairs and Internal Market, Citizen Rights, Justice and Internal Affairs Committees, and Chairwoman of the Conference of Committee Chairmen (1994-2002).
MR GONZALO SOLANA GONZÁLEZ	Director of the Nebrija Santander Chair in International Business Management. • Professor of international economics at a number of universities. • Founding partner of the law firm Huerta & Solana specialising in competition law and regulations. • Independent Director of OMIClear, Chairman of the Audit Committee and Vice Chairman of the Risk Committee. • Member of the board of trustees of the Corell Foundation and coordinator of the mobility Think Tank. • President of the Tribunal for the Defence of Competition (2000-2005). • Vice President and Director of Analysis and Strategy of the High Council of Chambers of Commerce (2006-2011) and Director of Study Services at the High Council of Chambers of Commerce (1986-2000). • Former member of the National Institute of Statistics (INE)(1986-2000 and 2006-2011) and Chairman of the Regional Statistics Committee of the INE. • Economist at the Institute for Economic Studies (1981-1986). • Professor of Applied Economics at the University of San Pablo CEU and of International economics at the University of Deusto.
MR ANTONIO HERNÁNDEZ MANCHA	Public prosecutor. • Member of the Court of Arbitration of Madrid's Chamber of Commerce and Industry of Madrid. • Founding President and Sole Director of Apple Energy Group Iberia, S.L. • Member of CIMA (Civil and Mercantile Arbitration Court). • Former Vice President of NAP de las Américas Madrid, S.A. • Former Chief Executive Officer of NAP de África Occidental e Islas Canarias, S.A.
MR IGNACIO GRANGEL VICENTE	• Ex-Chairman of OMEL (Electricity Market Operator). • Ex-Director of MIBGAS and MIBGAS Derivatives. • Member of the Expert Commission on energy transition scenarios. • Managing Partner of the Department of Public Law and Regulated Sectors of CMS Albiñana & Suárez de Lezo. • Ex-Director of the Legal Advisory and Ex-Vice-secretary General of REE (2015-2017). • Former Director of the Cabinet of the Secretary of State for Energy. Ministry of Industry, Energy and Tourism (2012-2015). • Ex-Member of the Board of Directors of the Strategic Petroleum Products Reserves Corporation (2012-2015). • Ex-Director of the National Radioactive Waste Company. Ex-Chairman of the Audit and Control Committee. (March 2012-2015). • Lawyer of the State (2004), having completed the Higher Programme in Energy Law of the Institute of Business (2011).
MR LUIS GARCÍA DEL RÍO	Public prosecutor, currently on leave of absence. • Former Director of internal law assistance of Repsol Butano S.A. and former secretary of its Board (2003-2005). • Former Director of regulations regarding vice presidency of exploration and production and natural gas of Grupo Repsol (2005-2008). • Former Director of YPF,S.A. (Independent Director). • Arbitrator and practising Lawyer (Partner of the firm DRL Abogados corresponding to the professional limited company GARCÍA DEL RÍO & LARRAÑAGA S.L.P).
MS ISABEL TOCINO BISCAROLASAGA	• Vice President of Santander Spain. • Former President of Banco Pastor. • Independent Director of ENCE. • Former Spanish Minister for the Environment (1996-2000). • Former President for Spain and Portugal and former Vice President of Siebel (subsequently acquired by Oracle). • Former legal adviser to the Nuclear Energy Board (currently CIEMAT). • Member of the Spanish Royal Academy of Doctors.

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
MS ROSA RODRÍGUEZ DÍAZ	<p>Doctorate in Economics and Business Administration. • In her capacity as Tenured Professor of the Department of Financial Economics and Accounting of the University of Las Palmas de Gran Canaria, has financial and accounting knowledge. • Member of the Board of Directors of Energías Renovables NAVCAN, S.L. • Member of the Board of Directors of Eólica Las Cabras, S.L.U. • Former Vice Secretary of Tax Administration and Planning for the government of the Canary Islands. • Former Vice President of Gran Canaria's Cabildo. • Former member of the Board of Directors of the collecting company of the City of Las Palmas of Gran Canaria, ERELPA, S.A., (1999-2003). • Former member of the Board of Directors of EMALSA, S.A. (1999-2003). •</p> <p>Former President of the autonomous collection agency dependent on the Cabildo de Gran Canaria VALORA GESTIÓN TRIBUTARIA (2003-2007 and 2011-2012). • Former member of the Board of Directors of SERVICIO INSULAR DE ABASTECIMIENTO DE LECHE, S.A. (SIALSA), (2003-2007). • Former member of the Board of Directors of the SOCIEDAD DE PROMOCIÓN ECONÓMICA DE GRAN CANARIA (SPEGC), exercising mainly the functions of economic and financial control (2003-2007) and Vice President (2011-2012). • Former member of the Board of Directors of the Sociedad de Avales de Canarias S.G.R.-SOGAPYME (2003-2007).</p> <p>Former Vice President of the Board of Directors of La Caja de Canarias (2004-2007). • Former member of the Governing Council of the University of Las Palmas de Gran Canaria and member, among others, of the Economic Commission, (2003-2007). • Former member of the Commission for the Plenary of Budgets, Economy and Finance of the Parliament of the Canary Islands in its VII Legislature (2007-2010).</p>
MS PATRICIA URBEZ SANZ	<p>Head of Public Sector at Fujitsu Spain. Member of the Executive Committee of Fujitsu Iberia. She holds a degree in Telecommunications Engineering from the University of Zaragoza, complemented by several exclusive management programmes: Transformational Leadership Program, ICLD, Fundación CEDE, Spain (2016); Atos Executive GOLD (Talent Development Programme), HEC Paris, France (2014); Masters in Logistics (APICS) - CEL (Spanish Logistics Centre), Spain (2000) and the ESADE Programme for Directors. With more than 24 years of professional experience in the world of Information and Communication Technologies (ICT), she has developed her professional career in multinational companies: Accenture (Spain), as Manager (different areas - Banking, Telecommunications, Utilities, Public Sector - and responsibilities). Mercedes Benz (Germany and the Netherlands), as Director of the SAP Logistics Consulting Department in the Daimler Chrysler Solution Center. Atos Origin (Spain) as Consulting Director and Market Director- Public Sector Spain. Atos Corporation (France) as Vice President Head of Public Sector, Health and Transport Vertical Portfolio - Worldwide. Fujitsu Technology Solutions (Spain) where she holds her current position. She is a member of the AED (Spanish Association of Directors) and collaborator of the ILCD alumni group. She actively participates in media outreach activities, being co-founder of the think-tank #somosmujerestech and author of numerous articles in business communication.</p>
Total number of Independent Directors	8
% of the Board	61.54

List any independent director who receives from the company or group any amount or payment other than standard director remuneration or who maintains or has maintained during the period in question a business relationship with the company or any group company, either in their own name or as a significant shareholder, director or senior manager of an entity which maintains or has maintained the said relationship.

If applicable, include a statement from the board detailing the reasons why the said director may carry on his duties as an independent director.

Name or corporate name of director	Description of the relationship	Motivated statement
MS ANA PALACIO VALLELERSUNDI	Not applicable.	Not applicable.
MR GONZALO SOLANA GONZÁLEZ	Not applicable.	Not applicable.
MR ANTONIO HERNÁNDEZ MANCHA	Not applicable.	Not applicable.
MR IGNACIO GRANGEL VICENTE	Not applicable.	Not applicable.
MR LUIS GARCÍA DEL RÍO	Not applicable.	Not applicable.
MS ISABEL TOCINO BISCAROLASAGA	Not applicable.	Not applicable.
MS ROSA RODRÍGUEZ DÍAZ	Not applicable.	Not applicable.
MS PATRICIA URBEZ SANZ	Not applicable.	Not applicable.

OTHER EXTERNAL DIRECTORS

Identify all other external directors and explain why these cannot be considered proprietary or independent directors and detail their relationships with the company, its executives or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
MR MARTÍ PARELLADA SABATA	For having been a Director of the Company for a continuous period of more than 12 years.	ENAGÁS, S.A.	Professor at the University of Barcelona. • Member of the Governing Council and Chairman of the Standing Committee of the Hospital Clinic of Barcelona.

OTHER EXTERNAL DIRECTORS

Identify all other external directors and explain why these cannot be considered proprietary or independent directors and detail their relationships with the company, its executives or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
	<p>The Board of Directors has adopted the practice of not proposing to the General Shareholders' Meeting the re-election of Independent Directors who have continuously been directors for over 12 years and who would thus lose their status as Independent Directors if re-elected in accordance with Article 529 duodecies. 4 i) of the Consolidated Text of the Corporate Enterprises Act. Nevertheless, according to applicable laws, the Articles of Association and the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A., there is nothing to stop an Independent Director from being re-elected even if he or she has been a Director continuously for over 12 years, if there are sufficient grounds to justify that course of action and the structure of the Board overall continues to fulfil the company's good governance policy which is that most of the members of the Board of Directors have to be Independent Directors. In such case and in accordance with Article 529 duodecies of the Consolidated Text of the Corporate Enterprises Act and Article 9 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, the Director cannot be classified as Independent and will instead be included within the category of "other external directors" pursuant to Article 3.2 b3 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors.</p>		<p>Chairman of the Barcelona Economic Institute Foundation. • Trustee of the Energy and Environmental Sustainability Foundation.</p>

OTHER EXTERNAL DIRECTORS

Identify all other external directors and explain why these cannot be considered proprietary or independent directors and detail their relationships with the company, its executives or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
	<p>In the specific case of the Director Mr Martí Parellada Sabata, the Board, with the approval of the Appointments, Remuneration and Corporate Social Responsibility Committee, consists that on the whole there are sufficient grounds, in the company's interests, for him to remain on the Board of Directors of Enagás. His occupation as a Professor of Applied Economics helps the Board of Directors to have an overview of the general background in which the company operates, thereby completing the general skills map of the Board of Directors in different areas of expertise, and from a perspective which for the time being is not covered by other Board members. His professional experience is coupled with his deep knowledge of the business and activities of the Company, to which he adds rigour in the exercise of the position of Director.</p>		

Total number of other external directors	1
% of the Board	7.69

List any changes in the category of each director which have occurred during the year:

Name or corporate name of director	Date of the change	Former category	Actual category
No data			

C.1.4 Complete the following table with information regarding the number of female directors over the last four financial years, and their category:

	Number of female Directors				% of total directors of each category			
	2019	2018	2017	2016	2019	2018	2017	2016
Executive					0.00	0.00	0.00	0.00
Proprietary					0.00	0.00	0.00	0.00
Independent	4	3	3	3	50.00	37.50	37.50	37.50
Other external					0.00	0.00	0.00	0.00
Total	4	3	3	3	30.77	23.08	23.08	23.08

C.1.5 Indicate whether or not the company has diversity policies in relation to the board of directors of the company with regard to issues such as age, gender, disability, or professional training and experience. Small and medium-sized entities, in accordance with the definition contained in the Accounts Auditing Law, must provide information, at least, on the policy they have established in relation to gender diversity.

- Yes
 No
 Partial policies

If the answer is yes, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results in the financial year. The specific measures adopted by the board of directors and the appointments and remuneration committee to achieve a balanced and diverse mix of directors must also be indicated.

If the company does not apply a diversity policy, explain the reasons why it does not do so.

Description of the policies, objectives, measures and manner in which they have been applied, as well as the results obtained

The Policy for the Selection of Directors, approved by the Board of Directors on September 19, 2016, establishes that in the procedure for the selection of new Directors it should be ensured that the proposals for appointment or re-election promote diversity in the Council, so they should be oriented to a preferential incorporation of women into Council and of persons who, because of their nationality or experience, have an international professional projection, in accordance with the strategy of the Company. The Director appointment or re-election proposals should pursue the goal of having at least 30% of total Board places occupied by female directors by the year 2020.

In addition, the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A. establishes that the Board is responsible for evaluating the report submitted by the Appointments, Remuneration and Corporate Social Responsibility Committee, the quality and efficiency of the Board's operation, in addition to the diversity in its composition and competences.

In turn, in relation to the appointment of the Director, the rules establish that the Board of Directors must ensure that the procedures for selecting its members promote diversity of age, gender, disability, experience and knowledge, that do not suffer from implicit biases that entail any discrimination and, in particular, that facilitate the selection of female directors on the board to guarantee an even balance between men and women.

After the appointments agreed-upon at the 2019 General Shareholders' Meeting, most of the Board members are Independent Directors. Of its thirteen members, nine will be Independent Directors and with four of its board members being women, Enagás has already reached in 2019 the diversity target of at least 30% of its Board of Directors members being women by 2020. Moreover, female directors perform important functions within the Board: Ana Palacio Vallelersundi is Independent Leading Director and Chairwoman of the Appointments,

, Remuneration and Corporate Social Responsibility Committee, Ms Isabel Tocino Biscarolasaga is Chairwoman of the Audit and Compliance Committee, Ms Rosa Rodríguez Díaz is member of the Audit and Compliance Committee and Ms Patricia Urbez Sanz is member of the Appointments, Remuneration and Corporate Social Responsibility Committee.

Finally, during 2018, the Internal Audit Department conducted a review of the application of diversity and non-discrimination principles in the human management process, which confirmed that an appropriate internal control framework exists.

- C.1.6 Explain the measures taken, if applicable, by the appointments committee to ensure that the selection processes are not subject to implicit bias that would make it difficult to select female directors, and whether the company makes a conscious effort to search for female candidates who have the required profile to guarantee an even balance between men and women.

Explanation of measures

In order to select Directors, the Appointments, Remuneration and CSR Committee adheres to the provisions of the Director Selection Policy, approved by the Board of Directors at the request of this Committee on September 19, 2016. In application of this policy, the selection of a new Director takes into account at least the following criteria:

Suitable professional knowledge and experience; appointments are limited to persons of recognised prestige and who possess knowledge and experience suited to the exercise of their functions.

Requirements derived from the Hydrocarbons Sector Law: candidates must be able to satisfy the independence requirements demanded by Enagás' appointment as independent manager of the gas transmission network .

Requirements for Independent Directors: in addition to the previous criteria, which shall be applied to all Directors, regardless of their category, the persons selected in the category of Independent Directors must meet the requirements for independence under the provisions of the applicable law at all times, and the additional conditions for independence, as the case may be, stipulated in the company's internal regulations.

Commitment to fulfilling the duties and obligations of Directors: proposals for re-election of current members of the Board of Directors shall take into account the commitment demonstrated by the Directors during the year in which they held office, in fulfilling the duty of diligence and the duty of loyalty, and all the regulations to which, in their condition of Directors and, where applicable, as shareholders or high-ranking member of the company, they are subject under the Internal Code of Conduct in Matters Relating to Securities Markets, the Enagás Group Code of Ethics, the Code of Conduct of the Technical Manager of the Spanish Gas System and other laws or procedures derived from their application. Likewise, it will be judged whether their actions in the exercising of their office has been in good faith and in the best company's interest.

The Board of Directors shall ensure that the appointments encourage diversity within the Board, whereby they must focus on preferably incorporating women and people who due to their nationality or experience have an international professional profile, in accordance with the company's strategy. The Director appointment or re-election proposals have been focused on achieving the goal of having at least 30% of total Board places occupied by female directors in 2019.

Enagás Directors selection processes shall at all times take into account any other conditions, where applicable, determined by the company's Appointments, Remuneration and CSR Committee and the applicable laws.

In addition, for the presentation of the proposed candidates, the Appointments, Remuneration and CSR Committee receives support from executive recruitment and development firms of recognised prestige.

When, despite the measures taken, there are few or no female Directors, explain the reasons:

Explanation of reasons

Enagás is aware that it must continue to encourage and facilitate the presence of women in the event of any vacancy arising on the Board, particularly for Independent Directors. In this regard, Enagás complies with Article 8 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors, which prescribes that selection procedures must be free of any implied bias against female candidates, and that the company shall seek out and include women with the target profile among the candidates for Board places.

At present, FOUR (4) of the THIRTEEN (13) members of the Board of Directors of Enagás are women: MS ROSA RODRÍGUEZ DÍAZ, MS ANA PALACIO VALLELERSUNDI, MS ISABEL TOCINO BISCAROLASAGA and MS PATRICIA URBEZ SANZ. Also, MS ROSA RODRÍGUEZ DÍAZ is a member of the Audit and Compliance Committee, MS PATRICIA URBEZ SANZ is a member of the Appointments, Remuneration and CSR Committee, MS ISABEL TOCINO BISCAROLASAGA chairs the Audit and Compliance Committee and MS ANA PALACIO VALLELERSUNDI is Independent Leading Director and chairs the Appointments, Remuneration and CSR Committee.

- C.1.7 Explain the Appointments Committee conclusions on the checks carried out to ensure that the director selection policy is being complied with. Particularly whether the policy pursues the goal of having at least 30% of total board places occupied by female directors before the year 2020.

Policy for the Selection of Directors, approved by the Board of Directors on September 19, 2016, establishes that the Board of Directors should ensure that the proposals for appointment or re-election of Directors promote diversity in the Board, so they should be oriented to a preferential incorporation of women into the Board and of persons who, because of their nationality or experience, have an international professional projection, in accordance with the strategy of the Company. The Director appointment or re-election proposals have been focused on achieving the goal of having at least 30% of total Board places occupied by female directors in 2019.

Enagás Directors selection processes shall at all times take into account any other conditions, where applicable, determined by the company's Appointments, Remuneration and CSR Committee and the applicable laws.

In addition, for the presentation of the proposed candidates, the Appointments, Remuneration and CSR Committee receives support from executive recruitment and development firms of recognised prestige.

The report by the Appointments, Remuneration and CSR Committee of February 22, 2019, justifying the proposed re- election of a Director for the 2019 General Shareholders' Meeting includes the following:

"After the proposed 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 in 2019 the diversity target of at least 30% of its Board of Directors members being women by 2020. Moreover, female directors perform important functions within the Board: Ms Ana Palacio Vallelersundi is Independent Leading Director and chairs the Appointments, Remuneration and Corporate Social Responsibility Committee, Ms Isabel Tocino Biscarolasaga chairs the Audit and Compliance Committee and Ms Rosa Rodríguez Díaz is a Member of the Audit and Compliance Committee."

As of the date of this report, of the 13 members of the Board of Directors, 4 are women, reaching a percentage of 30.77% of female presence on the Board as referred to in section C.1.4 of this report.

- C.1.8 Explain, if applicable, the reasons why proprietary directors have been appointed upon the request of shareholders who hold less than 3% of the share capital:

Name or corporate name of shareholder	Justification
No data	

Provide details of any rejections of formal requests for board representation from shareholders whose equity interest is equal to or greater than that of other shareholders who have successfully requested the appointment of Proprietary Directors. If so, explain why these requests have not been entertained:

- [] Yes
[v] No

- C.1.9 Specify the powers and faculties delegated by the board of directors to board members or board committees, if any:

Name or corporate name of director or committee	Brief description
MARCELINO OREJA ARBURÚA	Pursuant to the resolution passed by the Board of Directors of Enagás, S.A. on March 22, 2018, MR MARCELINO OREJA ARBURÚA was delegated 34 joint and several powers and 13 joint powers. These powers are those which the Board of Directors considered had to be delegated to the Chief Executive Officer within statutory limits, in accordance with Article 43 of the company's Articles of Association and Article 19 of the Board Regulations.

Name or corporate name of director or committee	Brief description
	These powers delegated to the Chief Executive Officer, MR MARCELINO OREJA ARBURÚA, by the Enagás' Board of Directors, were granted in the public deed dated April 20, 2018 and executed before the Notary Public of Madrid Mr Francisco Calderón Alvarez as a replacement for his colleague, the Notary Mr Pedro de la Herrán Matorras, and for his files, with number 863 in his notarial archive and is recorded in Volume 33579, Book 0, File 69, Section 8; Sheet M-6113; Entry 827 of the Madrid Companies Registry. Further details on the powers delegated by the Board of Directors are provided in section H) "OTHER INFORMATION OF INTEREST". (EXPLANATORY NOTE ON SECTION C.1.9 of this Report).

C.1.10 List the board members, if any, who hold office as directors, representatives of directors or executives in other companies belonging to the listed company's group:

Name or corporate name of director	Corporate name of the group company	Position	Do they have executive duties?
MR MARCELINO OREJA ARBURÚA	COMPAÑIA TRANSPORTISTA DE GAS CANARIAS, S.A.	REPRESENTATIVE OF SOLE DIRECTOR	YES
MR MARCELINO OREJA ARBURÚA	ENAGAS EMPRENDE, S.L.U.	JOINT DIRECTOR	YES
MR MARCELINO OREJA ARBURÚA	ENAGAS SERVICES SOLUTIONS, S.L.U.	JOINT DIRECTOR	YES
MR MARCELINO OREJA ARBURÚA	ENAGÁS TRANSPORTE DEL NORTE, S.L.	CHAIRMAN	YES
MR ANTONIO LLARDÉN CARRATALÁ	ENAGÁS GTS, S.A.U.	REPRESENTATIVE OF SOLE DIRECTOR	YES
MR ANTONIO LLARDÉN CARRATALÁ	ENAGÁS TRANSPORTE, S.A.U.	REPRESENTATIVE OF SOLE DIRECTOR	YES
MR MARCELINO OREJA ARBURÚA	ENAGÁS RENOVABLE, S.L.U.	JOINT DIRECTOR	YES

C.1.11 List any company directors or representatives of legal entity directors, if any, who are also members of the boards of directors or representatives of legal entity directors of other non-group companies that are listed on official securities markets, insofar as these have been disclosed to the company:

Name or corporate name of director	Corporate name of the listed company	Position
MS ANA PALACIO VALLELERSUNDI	PHARMAMAR, S.A.	DIRECTOR

Name or corporate name of director	Corporate name of the listed company	Position
MS ISABEL TOCINO BISCAROLASAGA	ENCE ENERGÍA Y CELULOSA, S.A.	DIRECTOR

C.1.12 Indicate and, where appropriate, explain whether the company has established rules about the maximum number of company boards on which its Directors may sit and indicate where this is regulated, if applicable:

Yes
 No

Explanation of the rules and identification of the document where it is regulated

Under Article 35 of the Articles of Association the following cannot be Directors or, if applicable, natural person representatives of a legal person Director:
a) Natural or legal persons who hold the post of Director in more than five (5) companies whose shares are admitted to trading on national or foreign markets.
b) Natural or legal persons whose circumstances render them incompatible or prohibited from serving on the board under any of the general provisions in law, including those persons who in any manner have interests that run contrary to those of the Company or its Group.

C.1.13 Indicate the amounts of the following items relating to the overall remuneration of the board of directors:

Remuneration accrued in the year by the board of directors (thousands of euros)	6,950
Cumulative amount of rights of current directors in pension scheme (thousands of euros)	3,460
Cumulative amount of rights of former directors in pension scheme (thousands of euros)	

C.1.14 List any members of senior management who are not Executive Directors and indicate total remuneration paid to them during the year:

Name or corporate name	Position/s
MR DIEGO ANTONIO VELA LLANES	Technical System General Manager
MS ROSA SANCHEZ BRAVO	Director of Internal Audit
MR CLAUDIO PEDRO RODRÍGUEZ SUÁREZ	Gas Assets General Manager
MR JESÚS LUIS SALDAÑA FERNÁNDEZ	Affiliates & Business Development General Manager
MR JUAN ANDRÉS DÍEZ DE ULZURRUN MORENO	Deputy General Manager
MR FRANCISCO BORJA GARCÍA-ALARCÓN ALTAMIRANO	Financial General Manager
MS FELISA MARTÍN VILLAN	Communication and Public Affairs General Manager
MR RAFAEL PIQUERAS BAUTISTA	General Secretary
MR JAVIER PERERA DE GREGORIO	Human & Corporate Resources General Manager

Name or corporate name	Position/s
MS MARÍA SICILIA SALVADORES	Strategy Director
Total remuneration received by senior management (thousands of euros)	
8,013	

C.1.15 Indicate whether any changes have been made to the board regulations during the year

- Yes
 No

C.1.16 Indicate the procedures for selection, appointment, re-election and removal of directors. List the competent bodies and the processes and criteria to be followed for each of these procedures.

Pursuant to article 8 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás:

1.- Directors shall be appointed at the General Shareholders' Meeting or by the Board of Directors in conformity with the provisions of the Corporate Enterprises Act and the company's Articles of Association.

2.- Candidates must be persons who, in addition to satisfying the legal and statutory requirements of the post, have recognised prestige and appropriate professional knowledge and experience to perform their duties. The Appointments, Remuneration and Corporate Social Responsibility Committee is responsible for proposing the appointment of Independent Directors. The proposals for the appointment or re-election of Non-Independent Directors which the Board of Directors submits to the General Shareholders' Meeting, as well as appointments adopted by the Board by virtue of its powers of co-option, must be made subject to a report from the Appointments, Remuneration and Corporate Social Responsibility Committee. When the Board of Directors does not agree with the Committee's recommendations, it must explain its reasons and duly record them in the minutes. Proposals shall always be accompanied by a report from the Board justifying the competencies, experience and merits of the proposed candidate. This report shall be attached to the minutes of the General Meeting or of the Board. The foregoing will also be applicable to natural persons appointed as representatives of a legal person Director. The proposal for a natural-person representative must be submitted to the Appointments, Remuneration and Corporate Social Responsibility Committee.

3. The Board of Directors must ensure that the procedures for the selection of its members favour diversity in aspects relating to training and professional experience, age, gender or disability, and that they are not implicitly biased in such a way as to imply any kind of discrimination and, in particular, that they facilitate the selection of female directors in a number that makes it possible to achieve a balanced presence of women and men.

(Continues in section H) OTHER INFORMATION OF INTEREST.- EXPLANATORY NOTE ON SECTION C.1.16).

C.1.17 Explain, if applicable, to what extent the annual evaluation of the board has prompted significant changes in its internal organisation and the procedures applicable to its activities:

Description of amendments

The annual evaluation of the Board has consisted of a self-evaluation that has been carried out through questionnaires and interviews. Board members were asked 22 questions and one open question with the aim of offering the Director the opportunity to provide more direct and personal feedback.

The areas analysed in the Evaluation process were the following: i) membership and structure of the Board and its Committees, ii) operation of and debate by the Board and its Committees, iii) leadership and performance, iv) personal contribution and alignment of the Board, iv) overall assessment and v) free opinion.

The evaluation has resulted in a series of strengths and potential areas for improvement. The Directors considered very positively, among other issues, the membership and structure of the Board and Committees given Enagás' circumstances and considering that it usually faces the challenge of seeking greater diversity. They highlighted the level of debate and transparency, inviting members to express their opinion independently, and also indicated that the participation of the management team occurs naturally, helping in the training and subsequent debate of the directors. The directors also have a positive opinion of the training plans, in particular their convenience and programming. The majority of directors believe that the others get involved, participate and ultimately add value to the Board.

Possible areas for improvement include focusing the debate more on the company's new context, or pushing for new products, digitalisation, innovation, start-ups, (strategy), etc. The directors also noted how they are looking for greater agility in the planning of time spent during meetings, for the Audit Committee to strengthen its accounting and auditing knowledge and for the Appointments and Remuneration Committee to adopt a more balanced approach to sustainability.

The company takes into account every year the result of the evaluation of the Board in order to improve its internal functioning, deliberation and decision making.

Describe the evaluation process and the areas evaluated by the board of directors assisted, where applicable, by an external consultant, regarding the operation and membership of the board and its committees and any other area or aspect that has been subject to evaluation.

Description of the evaluation process and areas evaluated

The Board evaluation process began via a resolution by the Appointments, Remuneration and CSR Committee appointing Morrow Sodali as an independent expert, based on its renowned solvency and prestige among international investors, particularly those with shareholdings in Enagás.

Morrow Sodali sent a questionnaire to each Director and conducted interviews with several key Directors, who issued their opinions on a series of questions related to: composition and structure of the Board and its Committees, operation and debate by the Board and its Committees, leadership and performance, personal contribution and alignment of the Board, overall assessment and free opinion.

C.1.18 Explain, for those financial years in which the evaluation has been assisted by an external adviser, the business relationship that the adviser or any group company maintains with the company or any group company.

Enagás does not have any direct contractual relationship (nor has had it in recent years) with SODALI other than the independent evaluation of the Board. However, Enagás engages Santander Global Corporate Banking for a variety of services related to its General Shareholders' Meeting which, in turn, includes certain services that this firm contracts with SODALI regarding advisory on the relations with international investors and proxy advisers.

C.1.19 Indicate the cases in which Directors must resign.

In accordance with the Good Governance recommendations, Articles 12.2 and 12.4 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás stipulate that:

12.2.- Directors must place their offices at the Board of Directors' disposal, and tender their resignation, if the Board deems fit, in the following cases:

- a) When they are affected by instances of incompatibility or prohibitions laid down in Law, the Articles of Association, and in these Regulations.
 - b) When they are in serious breach of their obligations as Directors.
 - c) When they may put the interests of the company at risk or damage its credibility and reputation. Once a Director is indicted or tried for any of the crimes stated in Article 213 of the Corporate Enterprises Act, the Board shall examine the matter and, in view of the particular circumstances, decide whether or not the Director shall be called on to resign.
 - d) When the reason for which they were appointed as Directors no longer exists.
 - e) When Independent Directors cease to meet the conditions required under Article 9.
 - f) When the shareholder represented by a Proprietary Director sells its entire interest. They shall also do so, in the appropriate number, when that shareholder reduces its stake to a level requiring a reduction in the number of its Proprietary Directors.
- Should the Board of Directors not deem it advisable to have a Director tender their resignation in the cases specified under d), e) and f), the Director must be included in the category that, in accordance with these Rules and Regulations, is most appropriate based on their new circumstances.

When a Director gives up his place before his tenure expires, through resignation or otherwise, they shall state their reasons in a letter to be sent to all members of the Board of Directors. Irrespective of whether such resignation is filed as a significant event, the motive for the same must be explained in the Annual Corporate Governance Report.

12.4 - After a Director has been removed from their post, they may not work for a competitor company for a period of two years, unless the Board of Directors exempts them from this obligation or shortens its duration.

C.1.20 Are qualified majorities other than those prescribed by law required for any type of decision?:

- Yes
- No

If applicable, describe the differences.

C.1.21 Indicate whether there are any specific requirements other than those relating to the Directors, to be appointed chairman of the board of directors:

- Yes
 No

C.1.22 Indicate whether the articles of association or the board regulations set any age limit for directors.

- Yes
 No

C.1.23 Indicate whether the articles of association or the board regulations set a limited term of office or other stricter requirements for independent directors different to the one established in the regulations:

- Yes
 No

Additional requirements and / or maximum number of years in office

12

C.1.24 Indicate whether the articles of association or board regulations stipulate specific rules on appointing a proxy to the board of directors, the procedures thereof and, in particular, the maximum number of proxy appointments a director may hold. Also indicate whether there are any restrictions as to what categories may be appointed as a proxy other than those stipulated by law. If so, give brief details.

According to Article 39 of the Consolidated Text of the Articles of Association, the Board of Directors shall be validly constituted when one half of the membership plus one member are in attendance or represented at it. The Directors must attend the meetings of the Board in person. Without prejudice to the foregoing, Directors may grant a proxy to another Director. Non-Executive Directors may only grant a proxy to other Non-Executive Director. In addition, according to Article 7.3 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors, Directors must attend the meetings in person. Without prejudice to the foregoing, Directors must grant a proxy to another Director. Non-Executive Directors may only grant a proxy to other Non-Executive Director. Proxies for the representation of absent Directors may be granted by any means, with a telegram, facsimile or email addressed to the Chairman or Secretary of the Board being valid.

C.1.25 Indicate the number of board of directors meetings held during the year. Indicate, where appropriate, how many times the board has met without the chairman's attendance. Attendance will also include proxies appointed with specific instructions.

Number of Board meetings	13
Number of board meetings held without the chairman's attendance	0

Indicate the number of meetings held by the leading director with the rest of the directors, without the assistance or representation of any executive director:

Number of meetings	2
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Indicate the number of meetings of the various board committees held during the year:

Number of meetings of the AUDIT AND COMPLIANCE COMMITTEE	8
Number of meetings of the APPOINTMENTS, REMUNERATION AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	15

C.1.26 Indicate the number of board meetings held during the year and details of members in attendance:

Number of meetings with physical attendance of at least 80% of board members	13
% of physical attendance as a total of the votes cast during the year	100.00
Number of meetings with physical attendance or proxies appointed with specific instructions from all the directors	13
% of votes cast with physical attendance and representations with specific instructions out of total votes during the year	100.00

C.1.27 Indicate whether the consolidated and individual annual accounts submitted for authorisation for issue by the board are certified previously:

- Yes
 No

Identify, where applicable, the person(s) who certified the company's individual and consolidated annual accounts prior for their authorisation for issue by the board:

Name	Position
MR FRANCISCO BORJA GARCÍA- ALARCÓN ALTAMIRANO	FINANCIAL GENERAL MANAGER
MR ANTONIO LLARDÉN CARRATALÁ	CHAIRMAN

C.1.28 Explain the mechanisms, if any, established by the board of directors to prevent the individual and consolidated financial statements it prepares from being laid before the General Shareholders' Meeting with a qualified Audit Report.

The Board of Directors shall see to it that the Annual Accounts and the Management Report provide a true and fair view of the Company's equity, financial position and results of operations, in accordance with the law.

The Board of Directors shall ensure that the Annual Accounts are presented in such a way that there are no grounds for qualifications by the company's Accounts Auditor, by taking into account all comments or recommendations that the Audit and Compliance Committee may have made previously in its report.

As a committee delegated by the Board, the Audit and Compliance Committee is assigned certain competences that are effective mechanisms to prevent that the Annual Accounts compiled are presented to the General Shareholders' Meeting with qualifications in the audit report, according to Article 8 of its Regulations:

- Overseeing the preparation and presentation of financial information on the Company and its Group, and checking compliance with regulatory requirements, the due definition of the consolidation scope and correct application of accounting principles, and, especially, to understand and monitor the efficiency of the Internal Control over Financial Reporting system (ICFR).
- Examining the information on activities and results of the Company which is prepared and published periodically in accordance with the prevailing regulations relating to the securities markets, seeking to ensure transparency and exactness in the information.
- Reporting to the Board of Directors on recommendations or comments it deems necessary on the application of accounting criteria, internal control systems and any other relevant matter, and in particular, to present recommendations or proposals to the Board of Directors aimed at safeguarding the integrity of the financial information.
- Informing the Board of Directors on the Annual Accounts prior to their preparation, as well as on financial information which the Company must periodically disclose publicly.
- Ensure that the Board of Directors can present the accounts to the General Shareholders Meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the Chairman of the Committee and the auditors should give a clear account to shareholders of their scope and content.
- The Board of Directors must explain properly any departure from the Audit and Compliance Committee's prior Report in the Annual Accounts finally authorised for issue.
- Assessing any proposals made by senior managers regarding changes in accounting practices.

During the financial year, the Audit and Compliance Committee shall meet quarterly with the auditor in order to obtain their conclusions regarding the quarterly revision prior to the publication of results. Likewise, the Interim Condensed Consolidated Financial Statements are subject to a limited revision by the Accounts Auditor with the issuance of the corresponding report.

The competences of the Audit and Compliance Committee are designed to minimise the impact of any accounting aspect that becomes evident throughout the financial year, and allows the members of the Board of Directors and the Audit and Compliance Committee to be kept up to date on the most relevant aspects of the audit throughout the year.

C.1.29 Is the secretary of the board also a director?

- Yes
 No

Complete if the Secretary is not also a Director:

Name or corporate name of the secretary	Representative
MR RAFAEL PIQUERAS BAUTISTA	

C.1.30 Indicate the specific mechanisms established by the company to safeguard the independence of the external auditors, as well as any mechanisms to safeguard the independence of financial analysts, investment banks and rating agencies, including how the legal provisions have been implemented in practice.

The Enagás Code of Ethics serves as a code of conduct for all employees in their professional activities and in relation to all the company's stakeholders. Enagás has the necessary procedures to ensure due diligence in the issues related to this area, as well as an Ethical Compliance Committee, which is a collegiate body to which the Audit and Control Committee delegates management of the notifications and consultations concerning this matter.

Compliance with the Code of Ethics is mandatory for all employees, managers and directors of Enagás, as well as its suppliers, contractors and collaborators or business partners in their respective areas of relationship with the Company. Affiliates have an ethics and compliance model that is appropriate for the environment they operate in.

The Enagás Audit and Compliance Committee, in accordance with the provisions of Article 8 of its Regulations, shall safeguard the independence of the External Auditor; for this purpose, it will perform the following functions:

- Regularly gather information from the external auditors on the auditing plan and its implementation, in addition to preserving their independence in the exercise of their duties.

b) Liaise with the external auditors to obtain information on any issues that could compromise the latter's independence. Specifically, the discrepancies that may arise between the auditor of accounts and Company management, for review by the Committee, and any other discrepancies relating to the audit process, as well as the possible safeguard measures to be adopted, discussing the significant weaknesses detected in internal control with the auditor of accounts, and never jeopardising the independence of the audit, concluding on the level of confidence and reliability of the system.

c) Receive those other communications provided for in audit legislation and audit standards.

d) Proceed with the authorisation of services other than those prohibited, in accordance with prevailing regulations.

e) Ensure that the Company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and, in general, other requirements concerning auditor independence.

f) Ensure that the fees of the external auditor do not threaten their quality and independence, and are not based on any form of contingency, as well as establish an indicative limit on the fees that the auditor may receive annually for non-audit services.

g) In the event of resignation of the accounts auditor, the Committee should investigate the issues giving rise to the resignation.

h) Receiving the annual statement from the external auditors on their independence with respect to the Enagás Group (included in the delivery of the supplementary report) or entities directly or indirectly related to it, in addition to detailed and individual information on additional services of any kind rendered to these entities by the external auditor or by persons or entities related to it, in conformity with audit regulations.

i) Issuing an annual report, prior to the issue of the audit report, giving an opinion on whether the independence of the auditors is compromised. This report shall include in all cases a reasoned assessment of each additional service rendered, as referred to in the previous section, that could compromise the independence of the accounts auditor, considered separately and in their totality, other than statutory audits and how they relate to the requirement of independence or to the audit regulations and shall be published on the website of the Company sufficiently in advance of the date of the Ordinary General Shareholders' Meeting.

j) Establishing a maximum term of auditor engagement, ensuring a gradual rotation with the main audit partners. Likewise, the Internal Audit Code of Ethics includes the principles and rules of conduct relevant to the profession and practice of internal audit; they are mandatory for internal auditors and for those professionals performing internal audit, consulting and/or services, consulting and/or advisory services (outsourcing) to the Internal Audit function, through the annual signing of a declaration confirming that they have read, understand and comply with the Code.

During 2019 the Committee reviewed and approved all the services provided by the external auditor, to check that they complied with the requirements established in the Regulations of the Audit and Compliance Committee and the Accounts Auditing Law 22/2015.

With regard to the mechanisms introduced to preserve the independence of financial analysts, investment banks and ratings agencies, we should mention that Enagás regulates the framework for its relations with shareholders, analysts, investors and proxy advisors through its Communication Policy and contacts with shareholders, institutional investors and proxy advisors of Enagás. Specifically, this policy is based on the principles of good governance and corporate values such as: information transparency, continuity, accessibility and immediacy, promoting the trust of shareholders, protecting their rights and promoting their participation, equal treatment and non-discrimination and compliance with prevailing legislation, etc.

In line with Enagás' Corporate Governance System, the Board of Directors has put in place systems allowing for regular information exchange with shareholders on topics such as investment strategy, assessment of performance figures, the composition of the Board of Directors and management efficiency. Under no circumstances can this information create situations of privilege or attribute special advantages with regard to the other shareholders. In addition, within the scope of its activities the Finance Department provides investment banks with the information they need.

To this end, Enagás has an Investor Relations Area, to permanently deal with enquiries or suggestions from analysts and institutional investors, professionals or qualified persons, rating agencies, bondholders, as well as those from socially responsible investors (SRI), by providing a telephone number and email address for this purpose. Shareholders, investors and analysts can avail themselves of full and updated information via the following channels: the Investor Relations Department and the Shareholder Information Office.

As stipulated in Article 5 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, the Board shall adopt and execute all acts and measures required to ensure transparency of the company with regard to the financial markets, uphold the proper formation of prices for the company's and its subsidiaries' shares, and perform all functions attending the company's status as a listed company pursuant to current laws and regulations.

Finally, Article 8 of the Regulations of the Audit and Compliance Committee of Enagás, establishes that this Committee is responsible for assessing compliance with the Internal Code of Conduct in matters relating to securities markets, the company's governance regulations in general, and making the proposals necessary for their improvement. In fulfilling this duty, the Audit and Compliance Committee liaises with the Appointments, Remuneration and Corporate Social Responsibility in considering company Directors' and managers' compliance with the Code.

It also assists with drafting the Annual Corporate Governance Report, especially in areas concerning transparency of information and conflicts of interests.

C.1.31 Indicate whether the company has changed its external audit firm during the year. If so, identify the incoming audit firm and the outgoing auditor:

Yes
 No

Explain any disagreements with the outgoing auditor and the reasons for the same:

- Yes
 No

C.1.32 Indicate whether the audit firm performs non-audit work for the company and/or its group. If so, state the amount of fees paid for such work and the percentage they represent of all fees invoiced to the company and/or its group:

- Yes
 No

	Company	Group companies	Total
Amount of non-audit work (thousands of euros)	353	0	353
Amount of non-audit work / Amount of audit work (%)	34.00	0.00	23.00

C.1.33 Indicate whether the audit report on the previous year's annual accounts is qualified or includes reservations. If applicable, indicate the reasons given to the shareholders in the General Meeting by the Chairman of the Audit Committee to explain the content and scope of those reservations or qualifications.

- Yes
 No

C.1.34 Indicate the number of financial years during which the current audit firm has been auditing the individual and/or consolidated annual accounts of the company and/or its group without interruption. Likewise, indicate for how many years the current firm has been auditing the annual accounts as a percentage of the total number of years over which the annual accounts have been audited:

	Individual	Consolidated
Number of consecutive years	4	4

	Individual	Consolidated
No. of years audited by current audit firm / No. of years the company or its group have been audited (%)	9.00	9.00

C.1.35 Indicate whether there are procedures for directors to receive the information they need in sufficient time to prepare for meetings of the governing bodies.

- Yes
 No

Details of procedure

Article 6 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors establishes that:

1.- The Board of Directors shall meet at least once every two months and, in any case eight times a year, and on the motion of the Chairman, whenever the Chairman deems it fit for the proper running of the Company. A call must be issued when so requested by a majority of the Directors, as set forth in Article 39 of the Articles of Association.

Directors who represent at least one third of the members of the Board of Directors may call the meeting, stating its agenda, to be held in the locality where the registered office is located, if they have requested the Chairman to convene the meeting, and the meeting has not been called within one month without reasonable cause.

Except in cases of where the Board is constituted or convened exceptionally on account of urgent circumstances, the Directors must have the necessary information at their disposal sufficiently in advance to be able to deliberate and adopt resolutions on the business to be transacted. To this end, the Agenda of the meetings shall clearly indicate those points on which the Board of Directors must take a decision or resolution. The Chairman of the Board of Directors, in collaboration with the Secretary, must ensure that this obligation to provide information is fulfilled.

In those cases in which, exceptionally, for reasons of urgency, the Chairman wishes to submit to the approval of the Board decisions or resolutions not appearing in the Agenda, this shall require the express prior consent of the majority of the Directors present at the meeting, which will be duly recorded in the minutes.

Ordinary meetings of the Board shall transact general business relating to the Group's performance, earnings, balance sheet, investments, the company's cash position and how it compares to the adopted budget, the business referred to in Article 5, if applicable, and the business listed on the agenda, to be drawn up pursuant to these Board Regulations.

At these regular meetings the Board shall receive timely information about the movements of the shareholders and of the opinion that significant shareholders, investors and rating agencies have on the Company and its Group. Similarly, the Board of Directors shall receive timely information on the main operational achievements and difficulties and any foreseeable circumstances which may prove critical for the company's affairs, and shall consider the course of action proposed by company management in response.

2.- Notices convening ordinary sessions shall be issued by the Chairman or the Secretary, or by the Vice Chairman on order of the Chairman, may be effected by any channel, and shall specify the meeting venue and agenda. The Chairman shall call the Board to meet when so requested by the Independent Leading Director in accordance with Article 18 of these Board Regulations.

The notice of meeting, which other than in exceptional circumstances shall be issued at least three days in advance of the intended date of the meeting, shall contain all information and documents thought appropriate or relevant for Directors to be properly informed. Directors shall further be furnished with the minutes of the previous meeting, whether or not such minutes have been adopted. The power to set the agenda of a meeting rests with the Chairman, but any Director may request in advance of the calling of such meeting that there be added to the agenda any items which in their view ought to be addressed by the Board.

The Board shall be properly constituted without need of prior notice if, all Directors being present in person or by proxy, the Directors unanimously consent to the holding of the meeting.

3. The meetings of the Board of Directors shall normally be held at the registered office, but may also be held in any other place determined by the Chairman and indicated in the notice of meeting, and by any means determined by the Chairman in accordance with the provisions of Article 39 of the Company's Articles of Association.

C.1.36 Indicate and, where appropriate, give details of whether the Company has established rules obliging directors to inform the board of any circumstances that might harm the Organisation's name or reputation, tendering their resignation as the case may be:

Yes

No

Detail the rules

Pursuant to Good Governance recommendations, Article 12 of the Regulations of the Organisation and Functioning of the Board of Directors establishes that Directors must place their offices at the Board of Directors' disposal, and tender their resignation, if the Board deems fit, when, inter alia, they may put the interests of the Company at risk or damage its credibility and reputation. If a Director is indicted or tried for any of the crimes stated in Article 213 of the Corporate Enterprises Act, the Board shall examine the matter as promptly as possible and, in view of the particular circumstances, decide whether or not the Director shall be called on to resign.

When a Director gives up his place before his tenure expires, through resignation or otherwise, they shall state their reasons in a letter to be sent to all members of the Board of Directors. Irrespective of whether such resignation is filed as a significant event, the motive for the same must be explained in the Annual Corporate Governance Report.

C.1.37 Indicate whether any member of the board of directors has notified the company that they have been indicted or tried for any of the offences stated in Article 213 of the Corporate Enterprises Act:

- [] Yes
[v] No

C.1.38 List the significant agreements entered into by the company which come into force, are amended or terminate in the event of a change of control of the company due to a takeover bid, and their effects.

Enagás does not have such significant agreements.

C.1.39 Identify, individually when referring to directors, and in aggregate form in other cases and provide detailed information on agreements between the company and its directors, executives and employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of operation.

Number of beneficiaries	11
Type of beneficiary	Description of the agreement
Executive Chairman, Chief Executive Officer and Senior Management Executive Chairman, Chief Executive Officer and Senior Management	The company has an agreement with the Executive Chairman, the Chief Executive Officer and NINE (9) of its executives that include express severance pay clauses. The clauses in each case are applicable in cases of company termination of the contract, unfair disciplinary dismissal, dismissal for the reasons outlined under Article 52 of the Workers' Statute or as decided by the director citing one of the reasons outlined under Article 50 of the Workers' Statute provided the resolution is certified by means of conciliation between the parties, court judgement, arbitration award, or resolution by a competent administrative body. They are not applicable if the resolution is the result of a unilateral decision made by the Director without just cause. The termination benefits to which the Executive Chairman and Chief Executive Officer are entitled are equivalent to two years of their fixed and variable remuneration. The termination benefits to which the NINE (9) Directors are entitled depend on their length of service at the company and their age. All such contracts have been approved by the Board of Directors.

Indicate whether, other than in the cases provided for in law, these agreements must be reported to and/or authorised by the governing bodies of the company or its group. If they must, specify the procedures, assumptions provided and the nature of the bodies responsible for their approval or making the communication:

	Board of Directors	General Shareholders' Meeting
Body authorising clauses	√	

	Yes	No
Is the General Shareholders' Meeting informed of such clauses?	√	

C.2. Board committees

C.2.1 Give details of all the board committees, their members and the proportion of proprietary directors, independent directors and other external:

AUDIT AND COMPLIANCE COMMITTEE		
Name	Position	Category
MR LUIS GARCÍA DEL RÍO	MEMBER	Independent
MS ISABEL TOCINO BISCAROLASAGA	CHAIRWOMAN	Independent
MR MARTÍ PARELLADA SABATA	MEMBER	Other External
MS ROSA RODRÍGUEZ DÍAZ	MEMBER	Independent
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	MEMBER	Proprietary

% of executive directors	0.00
% of proprietary directors	20.00
% of independent directors	60.00
% of other external directors	20.00

Explain the functions, including, where appropriate, those additional to those legally provided, assigned to this body, and describe the procedures and rules of organisation and operation thereof. For each of these roles, indicate the most important actions during the year and how they have exercised in practice each of the functions attributed to them, whether in the law or in the articles of association or other corporate agreements.

The Audit and Compliance Committee is governed by applicable legislation, the Consolidated Text of the Articles of Association and the Rules and Regulations of the Organisation and Functioning of the Board of Directors, the latest amendment of which was approved by the Board of Directors on December 16, 2019, and the Regulations of the Audit and Compliance Committee, the latest amendment of which was approved by the Board of Directors on December 16, 2019.

This Committee comprises five (5) members, which is within the limits established in Article 44 of the Consolidated Text of the Articles of Association, Article 26 of the Board Regulations, and Article 3 of the Audit and Compliance Committee Regulations, which set a minimum of three (3) and maximum of five (5) members, appointed by the Board of Directors based, in particular, on their knowledge and experience on accounting, auditing and risk management. Overall, the members of the Audit and Compliance Committee shall have the pertinent technical knowledge of the gas industry.

No Executive Director may sit on the Audit and Compliance Committee and the majority of its members must be independent. Three (3) of the Committee's members are independent and we highlight that the President of the Committee, MS ISABEL TOCINO BISCAROLASAGA, is independent and only one (1) member, SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI) is a Proprietary Director. MR MARTÍ PARELLADA SABATA, External Director, was appointed by the Board of Directors of Enagás based on his knowledge and experience on accounting, auditing or both, as provided for in Articles 44 of the Consolidated Text of the Articles of Association and 26 of the Rules and Regulations for the Organisation and Functioning of the Board of Directors.

According to Article 4 of the Audit and Compliance Committee Regulations, the Committee Chairperson shall be selected from among the Independent Directors by the Board of Directors, and shall not have a casting vote.

As established in Article 5 of the Committee Regulations, the term of a Committee member shall be the same as the term of office for a Director. A member of the Audit and Compliance Committee shall vacate that office if he loses his status as Director of the Company or if so decided by the Board of Directors. The foregoing notwithstanding the Committee Chairperson shall be replaced every four (4) years. A former Chairperson may be re-elected after the lapse of one year from his vacating office. The foregoing shall be without prejudice to an outgoing Chairperson remaining on the Committee if so resolved by the Board of Directors on adequately reasoned grounds.

The remuneration of Committee members, as provided for in Article 6 of the Committee Regulations, will be approved as established in the Articles of Association and the Board Regulations for the setting of remuneration to Directors, subject to the same requirements of public disclosure.

In the exercise of his office, a member of this Committee shall, according to Article 7 of the Committee regulations, be under the same duties and subject to the same principles of action as those prescribed for Directors in the Articles of Association, the Board Regulations and current legislation.

In keeping with Article 9 of the Committee Regulations, this Committee must meet at least four (4) times a year and the Chairperson shall call as many further meetings as they believe are required for the Committee to discharge its duties. In 2019, this Committee met 8 (eight) times. Each Committee meeting shall be reported at the first subsequent meeting of the Board in full. Any company employee or executive of the Company deemed relevant may be called to attend the Committee meetings, even ordering their appearance without the presence of another executive. In addition, according to Article 13, a copy of the minutes of Committee proceedings shall be sent to every Director.

The chief purposes of the Committee, according to Article 8, are to see to the proper operation of internal control, internal audit, risk management systems and the process of preparing and presenting the mandatory financial information, to formulate proposals for selecting, appointing, re-electing and replacing the external auditor, as well as to ensure their independence, to safeguard the transparency of information and to ensure compliance with the internal Code of Conduct and the legislation in force, and to report to the General Meeting in the area of their competence.

To achieve these objectives, the Audit and Compliance Committee, in addition to the functions established by law for this Committee, shall carry out those detailed in Appendix I (Explanatory notes) to this Report.

Identify the directors who are members of the audit committee who have been appointed on the basis of their knowledge and experience of accounting or auditing, or both and state the date of the appointment of the chairperson of this committee to that role.

Names of directors with experience	MR MARTÍ PARELLADA SABATA
Date of the appointment of the chairperson to that role	19/06/2017

APPOINTMENTS, REMUNERATION AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Name	Position	Category
MS ANA PALACIO VALLELERSUNDI	CHAIRWOMAN	Independent
MR GONZALO SOLANA GONZÁLEZ	MEMBER	Independent
MR ANTONIO HERNÁNDEZ MANCHA	MEMBER	Independent
MR SANTIAGO FERRER COSTA	MEMBER	Proprietary
MR IGNACIO GRANGEL VICENTE	MEMBER	Independent
MS PATRICIA URBEZ SANZ	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	16.67
% of independent directors	83.33
% of other external directors	0.00

Explain the functions, including, where appropriate, those additional to those legally provided, assigned to this body, and describe the procedures and rules of organisation and operation thereof. For each of these roles, indicate the most important actions during the year and how they have exercised in practice each of the functions attributed to them, whether in the law or in the articles of association or other corporate agreements.

The Appointments, Remuneration and Corporate Social Responsibility Committee is governed by applicable legislation, the Consolidated Text of the Articles of Association and the Rules and Regulations of the Organisation and Functioning of the Board of Directors, the latest amendment of which was approved by the Board of Directors on December 16, 2019, and the Regulations of the Appointments, Remuneration and Corporate Social Responsibility Committee, the latest amendment of which was approved by the Board of Directors on December 16, 2019.

The Appointments, Remunerations and Corporate Social Responsibility Committee is composed of six (6) Directors, appointed by the Board of Directors, which is within the limits established in Article 45 of the Consolidated Text of the Articles of Associations, Article 25 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors and Article 3 of the Regulations of the Appointments, Remuneration and Corporate Social Responsibility Committee, which set a minimum of three (3) and a maximum of six (6) Directors. It consists of six (6) Directors, of which five (5) are Independent Directors, including the Chairwoman, one (1) is a Proprietary Director.

Article 3 of the Regulations of the Appointments, Remuneration and Corporate Social Responsibility Committee sets out that Directors who are members of this Committee shall be appointed by the Board of Directors, ensuring that they have knowledge and experience in areas such as human resources, selection of Directors and Executives, design of remuneration policies and plans, corporate governance and corporate social responsibility and sustainability.

The Appointments, Remuneration and Corporate Social Responsibility Committee must comprise a majority of independent directors and Executive Directors cannot sit on this committee. In addition, gender diversity and other diversity criteria of its members must be encouraged.

As set out in Article 4 of the Regulations of the Appointments, Remuneration and Corporate Social Responsibility Committee, the Board of Directors shall elect the Chairman of the Committee from among the Independent Directors of the Committee. The Chairman shall not have a casting vote.

As established in Article 5 of the Regulations of the Appointments, Remuneration and Corporate Social Responsibility Committee, the term of a Committee member shall be the same as the term of office for a Director. Members of the Appointments, Remuneration and Corporate Social Responsibility Committee shall vacate that office if they lose their status as Director of the Company or if so decided by the Board of Directors.

The remuneration of Committee members, as provided for in Article 6 of the Committee Regulations, will be approved as established in the Articles of Association and the Board Regulations for the setting of remuneration to Directors, subject to the same requirements of public disclosure.

In the exercise of their office, a member of this Committee shall, according to Article 7 of the Committee regulations, be under the same duties and subject to the same principles of action as those prescribed for Directors in the Articles of Association, the Board Regulations and current legislation.

Pursuant to Article 9 of the Regulations of the Appointments, Remuneration and Corporate Social Responsibility Committee, the Appointments, Remuneration and Corporate Social Responsibility Committee must meet at least four (4) times a year. In 2019, the Enagás Committee met fifteen (15) times.

In addition, meetings shall be called by its Chairperson. The Committee may seek advice both internally and externally and request the attendance of senior management personnel of the Company and its Group, as deemed necessary in the execution of its duties. Each Committee meeting shall be reported at the first subsequent meeting of the full Board, and a copy of the minutes of the Committee proceedings shall be sent to every Director.

Pursuant to Article 8 of its Regulations, the basic objectives of the Committee are to select Directors, Senior Management and positions on the Board of Directors, to ensure the appropriate composition of the Board, to examine and organise the succession of the Chairman of the Board and the Chief Executive Officer, to evaluate the Board and its Committees, to propose and monitor the remuneration policy, the contractual conditions of the Directors and senior management and to ensure the application of good practices in the area of corporate social responsibility and good corporate governance.

The duties of the Appointments, Remuneration and Corporate Social Responsibility Committee are set out in Article 45 of the Consolidated Text of the Articles of Association and expanded in Article 25 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors and Article 8 of the Regulations of the Appointments, Remuneration and Corporate Social Responsibility Committee. For more information see Appendix I ("Explanatory notes") to this Report.

C.2.2 Complete the following table on the number of female directors on the various board committees at the closure of the past four years:

	Number of female Directors							
	2019		2018		2017		2016	
	Number	%	Number	%	Number	%	Number	%
AUDIT AND COMPLIANCE COMMITTEE	2	40.00	2	40.00	2	40.00	1	20.00
APPOINTMENTS, REMUNERATION AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	2	33.33	1	16.67	1	16.67	2	33.33

C.2.3 Indicate, as appropriate, whether there are any regulations governing the Board Committees. If so, indicate where they can be consulted, and whether any amendments have been made during the year. In addition, indicate whether on a voluntary basis any of the board committees has produced an activity report.

The Regulations of the Audit and Compliance Committee are available for consultation at the registered office of Enagás and on its website at www.enagas.es or www.enagas.com. The latest modification to the aforementioned regulations was approved by the Board of Directors of Enagás, S.A. at its meeting on December 16, 2019 in order to adapt it to Technical Guide 3/2017 on Audit Committees at public-interest entities and the recommendations of the Good Governance Code. The Appointments, Remuneration and CSR Committee prepared a report on the Audit and Compliance Committee's activities in 2019, which will be published on the website sufficiently in advance of the General Shareholders' Meeting and is included in this Report in Appendix II.

The Regulations of the Appointments, Remuneration and Corporate Social Responsibility Committee are available for consultation at the registered office of Enagás and on its website at www.enagas.es or www.enagas.com. The Regulations were approved by the Board of Directors of Enagás, S.A. at its meeting on December 16, 2019. The Appointments, Remuneration and Corporate Responsibility Committee prepared a report on the activities of the Appointments, Remuneration and Corporate Responsibility Committee in 2019, which will be published on the website sufficiently in advance of the General Shareholders' Meeting.

D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS

D.1. Explain, if applicable, the procedures and authorized bodies for approving related party or intragroup transactions.

Pursuant to Article 14 bis of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás S.A.:

1.- It will be the responsibility of the Board of Directors to identify and approve, pursuant to a report from the Audit and Compliance Committee, transactions carried out by the Company or the companies in its Group with Directors under the terms set forth in Articles 229 and 230 of the Corporate Enterprises Act, or with shareholders who, individually or in conjunction with others, hold a significant stake, including shareholders represented on the Company's Board of Directors or the boards of other companies belonging to the Group or with persons associated with them. The affected Directors or those who represent or are related to the affected shareholders must refrain from participating in deliberating and voting on the resolution in question. The aforementioned transactions shall be assessed from the point of view of equal treatment and on an arm's length basis, and shall be disclosed in the annual corporate governance report and in the company's regular public reporting as provided in applicable laws and regulations.

2.- The approval provided in the previous paragraph shall not be required, however, for transactions that simultaneously comply with the following three conditions:

(a) that are governed by standard form contracts applied on an across-the-board basis to a large number of customers; (b) they go through at market prices, generally set by the person supplying the goods or services; and (c) their amount does not exceed 1% of the Company's annual revenue.

3.- If the conditions provided in the paragraph above are met, the affected parties shall not be under a duty to report said transactions.

4.- In the event of duly documented urgent reasons, related party transactions may be authorised, as applicable, by delegated bodies and persons, who must be ratified at the first meeting of the Board of Directors held after the decision is adopted.

D.2. List any relevant transactions, by virtue of their amount or importance, between the company or its group of companies and the company's significant shareholders:

Name or corporate name of significant shareholder	Name or corporate name of the company or its Group company	Nature of the relationship	Type of transaction	Amount (in thousands of euros):
BANK OF AMERICA CORPORATION	ENAGÁS, SA.	Corporate	Dividends and other benefits paid	13,442
BLACKROCK INC	ENAGÁS, S.A.	Corporate	Dividends and other benefits paid	12,587
STATE STREET CORPORATION	ENAGÁS, S.A.	Corporate	Dividends and other benefits paid	11,187
NORGES BANK	ENAGÁS, S.A.	Corporate	Dividends and other benefits paid	10,741

D.3. List any relevant transactions, by virtue of their amount or importance, between the company or its group of companies and the company's managers or directors:

Name or corporate name of manager or director	Name or corporate name of related party	Relationship	Type of transaction	Amount (in thousands of euros):
SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI)	ENAGÁS, S.A.	Director	Dividends and other benefits paid	18,597

D.4. List any relevant transactions undertaken by the company with other companies in its group that are not eliminated in the process of drawing up the consolidated financial statements and whose subject matter and terms set them apart from the company's ordinary trading activities.

In any case, list any intragroup transactions carried out with entities in countries or territories considered to be tax havens:

Corporate name of the group entity	Brief description of the transaction	Amount (in thousands of euros):
Gasoducto de Morelos, S.A.P.I de C.V.	Financial revenue on the loan.	1,376
Estación de Compresión Soto de la Marina, S.A.P.I. de C.V.	Financial revenue on the loan.	2,559
TRANS ADRIATIC PIPELINE AG	Financial revenue on the loan.	19
PLANTA DE REGASIFICACIÓN DE SAGUNTO, S.A. (SAGGAS)	Financial revenue on the loan.	271
GASODUCTO DE MORELOS SAPI DE CV	Guarantees and sureties extended.	8,909
Estación de Compresión Soto de la Marina, S.A.P.I. de C.V.	Guarantees and sureties extended.	8,013

Corporate name of the group entity	Brief description of the transaction	Amount (in thousands of euros):
TRANS ADRIATIC PIPELINE AG	Guarantees and sureties extended.	522,952
TRANS ADRIATIC PIPELINE AG	Investment commitments acquired.	20,924
GAS TO MOVE TRANSPORT SOLUTIONS, S.L.	Financial revenue on the loan	17
TALLGRASS ENERGY LP	Investment commitments acquired.	745,050

D.5. State any significant transactions carried out between the company or entities of its group and with other related parties that have not been reported in previous sections:

Corporate name of related party	Brief description of the transaction	Amount (in thousands of euros):
No data		N.A.

D.6. List the mechanisms established to detect, determine and resolve any possible conflicts of interest between the company and/or its group, and its directors, management or significant shareholders.

Article 13 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors states that Directors shall perform their positions with the loyalty of a reliable representative, acting in good faith and in the best interest of the Company. In particular, the duty of loyalty requires that Directors: [...]

c) Refrain from participating in deliberating and voting on resolutions or decisions in which they or a related person have a direct or indirect conflict of interests. Resolutions or decisions that affect them in their capacity as Director, such as their appointment to or removal from posts on the governing body or others of a similar nature, will be excluded from the preceding obligation.

d) Perform their functions according to the principle of personal responsibility with freedom of judgement or judgement and independence relating to instructions from and links with third parties.

e) Adopt the measures required to avoid becoming involved in situations in which their interests, either for their own personal reasons or those of another party, may conflict with the Company's interest or with their duties with the Company.

In particular, the obligation to avoid conflicts of interest referred to in the preceding paragraph requires that Directors refrain from:

a) Conducting transactions with the Company, except for routine transactions carried out under standard conditions for the customers and having little import, which are understood to be those that are not required to be reported in order to express a true and fair view of the equity, the financial position and results of the entity.

b) Using the name of the Company or invoking their position as director to improperly influence the conducting of private transactions.

c) Using the corporate assets, including the company's confidential information, for private purposes.

d) Taking advantage of the company's business opportunities.

e) Obtaining benefits and remunerations from third parties other than the Company and its Group associated with the performance of their duties, except for acts of mere courtesy.

f) Conducting activities for themselves or for another party that, actually or potentially, entail effective competition with the company or that, in any other manner, place them in permanent conflict with the Company's interests.

The above provisions will also be applicable if the beneficiary of prohibited acts or activities is a person related to the Director.

In any event, Directors must inform the other Directors and the Board of Directors of any direct or indirect situation of conflict that they or persons related to them may have with the company's interests. Direct and indirect conflicts of interest affecting Directors shall be disclosed in the Annual Report.

In addition, concerning transactions carried out with related parties, the Company must adopt the following measures:

a) Report them twice a year to the CNMV and include them in the Annual Report in the Corporate Governance section.

b) b) Submit them in a draft form to the Board of Directors for authorisation prior to their execution, following the relevant report from the Appointments, Remuneration and CSR Committee, and assess whether they satisfy market criteria.

With regard to possible conflicts of interest, all those described as being subject to this Internal Code of Conduct must:

- Notify the Board of Directors, through the Secretary, of any possible conflicts of interest to which they may be subject due to family relationships, their personal assets and liabilities or any other reason. Communications must be made within fifteen (15) days and, in any case, before the decision that may be affected by the potential conflict of interest is taken.

- Keep the information updated, taking into account any modification or cessation of previously reported situations as well as the emergence of new conflicts of interest.

- Refrain from participating in any decision-making process that may be affected by such a conflict of interest with the Company. The Audit and Compliance Committee is the body responsible for regulating and resolving any conflicts of interest that may arise and, pursuant to Article 26 of the Board Regulations, is assigned the following duties:

a) To inform the Board of Directors, prior to approval, of transactions that Directors wish to undertake that imply or may imply a conflict of interest, in accordance with the stipulations of the Internal Code of Conduct regarding the securities market.

b) To report to the Board of Directors on any related party transactions before authorisation thereof. Under no circumstances shall the Board of Directors authorise any transaction which has not been issued a favourable report from the Appointments, Remuneration and CSR Committee as outlined in Article 14 bis of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A., except for those transactions which meet the three conditions stipulated in Article 14 bis.

c) To report to the Board of Directors on measures to be taken in the event of breach of these regulations of the Internal Code of Conduct on matters relating to the securities markets on the part of Directors or other persons subject to those regulations. In performing this duty, the Appointments, Remuneration and CSR Committee shall work in coordination with the Audit and Compliance Committee wherever appropriate.

D.7. Is more than one Group company listed in Spain?

Yes

No

E. RISK CONTROL AND MANAGEMENT SYSTEMS

E.1. Describe the scope of the Company's Risk Control and Management system, including fiscal:

The Enagás Group has established a risk control and management model aimed at ensuring the continuity of the business and the achievement of the objectives of the company in a predictable manner and with a medium-low profile for all of its risks.

This model allows you to adapt to the complexity of your business activity in a competitive environment globalised, in a complex economic context, where the materialization of risks is faster and with a contagious effect evident.

The model is based on the following aspects:

- The establishment of a risk appetite framework that is consistent with the stated business targets and the market context within which the company carries out its activities (see details in section E.4);
- the consideration of standard risk typologies to which the company is exposed (see details in section E.3);
- the existence of governance bodies with responsibilities for overseeing the company's level of risk (see section E.2);
- separation and independence of risk control and management functions articulated by the Company in three lines of "defence";
- the transparency of information supplied to third parties, to guarantee its reliability and accuracy.

The risk control and management function is articulated around three lines of defence, with differentiated roles and responsibilities, as follows.

These lines are the following:

- First line of defence: made up from the organisational units which assume the risks in the ordinary course of their activities. They own and are responsible for identifying the risks.

- Second line of defence: the Sustainability and Risk Department, in charge mainly of ensuring that the risk control and management system works correctly, defining the regulatory framework and approach, and performing periodic monitoring and overall control of the company's risks.

- Third line of defence: the Internal Audit Department, in charge of supervising the efficiency of the risk controls in place.

The integral analysis of all risks permits the appropriate control and management thereof, an understanding of the relationships between them and facilitates their joint assessment. This is accomplished by taking into account, inter alia, the differences of each type of risk in terms of its nature, handling capacity and risk measurement tools.

Enagás has established a risk regulatory framework through the "Risk Control and Management Policy" and the "General Risk Control and Management Regulations" setting out the basic principles governing the risk function and identifying the roles of the various decision-making bodies and the constituent parts of the risk management system.

According to the nature of the events and the triggers, monitored risks are classified as: strategic and business risks, operational and technological risks, credit and counterparty risks, financial and fiscal risks, criminal liability risks, reputational risks and compliance and model risks.

E.2. Identify the bodies responsible for preparing and implementing the risk control and management system, including fiscal:

The main bodies responsible for the Risk Management System and their main functions are:

Board of Directors

The Enagás Group Board of Directors is responsible for approving the risk control and management policy. Other responsibilities with respect to risks are delegated in the Audit and Compliance Committee.

Audit and Compliance Committee The mission of this Committee is to assist the Board of Directors in all matters related to the company's risks. Its functions related to risk control and management are:

- Overseeing the effectiveness of risk control and management systems in order to adequately mitigate risks with the framework of the Company's internal policy. Submitting recommendations or proposals to the Board of Directors to improve these systems along with the corresponding deadline for dealing with them.
- Assessing the company's risks and examining the analyses of risks that affect the business, the types of which are set out in the internal risk policies. This periodic information is prepared in accordance with internal rules, including the identification, measurement and establishment of management measures for the key risks affecting the company.
- Reporting to the Board of Directors on any risks uncovered, with an assessment thereof, and any key issues concerning risks.

Risks Committee

The Enagás Group's Risk Committee is an executive governance body that assists the Management Committee on all matters related to the company's risks. It coordinates the set of strategic and operational activities to maximise the profitability of the business with certain degrees of uncertainty. Part of the duties of this committee are:

- Overseeing compliance with risk regulations, proposing the actions it considers necessary in the event of any breach. Establishing the risk principles and overall strategy, promoting the integration of the risk management function at all levels and areas of Enagás' business through a common risk culture aligned with the company's objectives.
- Approving risk-measurement approaches, ensuring consistent metrics in order to consolidate the overall risk level.
- Approving the company's overall risk limits and/or thresholds, and, where appropriate, those of the business units and/or corporate departments.
- Supervising that risk remains within levels that the company is willing to accept and that are aligned with its strategy and objectives.
- Regularly reviewing the level of exposure to risk: i) analyse overall risk exposure and exposure of the various businesses and departments, and verify, by risk typology, that the level of risk exposure is below the level of acceptable risk; ii) review the corrective actions proposed by the business units and/or corporate departments to address potential breaches of the established limits.
- Reporting to and advising the Management Committee on matters related to the company's risks

Sustainability and Risk Department

The corporate Sustainability and Risk Department is in charge of the overall management of all regulations related to risk, supervising that risk management is applied correctly, disclosed, monitored and improved continuously so that it is aligned with the business needs at all times.

Part of their duties are:

- Ensuring that the risk control and management systems are functioning correctly. Defining the framework of rules and methodologies for the identification, measurement and management of the main risks affecting the company.
- Participating actively in the preparation of risk strategies and in key decisions about their management. Analysing, from a risk perspective, the main risks and participating in the decisions that affect them.
- Supervising that the risk control and management actions proposed by the business units are mitigating risks effectively in the frame of the policy and the strategy drawn up.
- Proposing to the Risk Committee the company's risk appetite and tolerance, and the structure of the related limits.
- Monitoring and controlling all the company's risks, validating the measurements made by the business units and/or departments.
- Advising the company's departments in risk assessment.
- Proposing a global and consistent view of the company's risk through an internal information and control system.
- Disclosing the Group's risks and reporting on the key matters relating to risks to the Senior Management and Governing Bodies.

Business and corporate units These are the various business and corporate units that assume risk in the ordinary course of their activities.

- Part of their duties are:
- Identifying risks in their activity on a regular and systematic basis through the year.
 - Assessing and measuring risks following the established identification and assessment methodologies.
 - Defining risk-management and risk-mitigation and impact control actions in accordance with the defined strategy and the nature of the risks.
 - Passing down risk limits and thresholds to lower levels.

E.3. Indicate the main risks, including fiscal risks and, to the extent that they are significant, those derived from corruption (the latter being interpreted under the scope of Royal Decree-Law 18/2017), which may affect the achievement of business objectives:

The main risks affecting the Enagás Group in the development of its business can be classified as follows:

Strategic and business risks

These are risks which are inherent to the gas sector and are linked to potential losses of value or results derived from external factors, strategic uncertainties, economic cycles, changes to the environment, changes to patterns of demand, competition and market structure or changes to the regulatory framework, as well as those derived from taking the incorrect decisions in relation to business plans and company strategies.

The Enagás Group's activities are mainly exposed to the following risks:

- Changes in the regulatory framework.
- Evolution of demand, with short-, medium- and long-term effects, associated with weather conditions, the competitiveness of natural gas with other energy sources, evolution of the economy, etc.
- Permits and administrative approvals.
- Delays and cost overruns in the execution of infrastructure projects.
- Impairment of fixed assets associated with projects.
- Commercial risk
- Others

Operational and technological risks

During the operation of the infrastructures of the Enagás group, losses of value or deterioration of results can occur due to the inadequacy, failures of physical equipment and computer systems, errors of human resources or derived from certain external factors.

The main operational and technological risks to which the Enagás Group is exposed are:

- Industrial risks (conditioned by the nature of the fluid being handled), those related to incidents during the operation of transmission infrastructures, regasification plants and underground storage facilities, which may involve large-scale damage.
- Internal and/or external fraud.
- Cybersecurity (economic fraud, espionage, activism and terrorism).

Financial and Fiscal Risks

The Enagás Group is subject to the risks deriving from the volatility of interest and exchange rates, as well as movements in other financial variables that could negatively affect the company's liquidity.

Interest rate fluctuations affect the fair value of assets and liabilities that accrue interest at fixed rates, and the future cash flows from assets and liabilities that accrue interest at floating rates.

Exchange rate fluctuations may affect positions held with regard to debt denominated in foreign currency, certain payments for services and the purchase of capital goods in foreign currency, income and expenses relating to companies whose functional currency is not the euro and the effect of converting the financial statements of those companies whose currency is not the euro during the consolidation process. This risk affects the Enagás Group, both owing to its international operations and intragroup loans in currencies other than the euro, mainly the US dollar.

The Enagás Group maintains a liquidity policy that is consistent in terms of contracting credit facilities that are unconditionally available and temporary financial investments in an amount sufficient to cover the projected needs over a given period of time.

As regards the execution of projects, the Enagás Group is exposed to uncertainties owing to the effective procurement of finance in conditions similar to those forecast in its business plans. On certain occasions this financial risk may be associated with other risks arising from the agreement terms that set out the conditions of service (which may even lead to the cancellation of the concession agreement).

It is also exposed to potential changes in legal frameworks for taxation and uncertainty arising from the possible different interpretations of prevailing tax laws, which could have a negative impact on results.

Credit and Counterparty Risks

Credit risk relates to the possible losses arising from the non-payment of monetary or quantifiable obligations of a counterparty to which the Enagás Group has granted net credit which is pending settlement or collection. The counterparty risk includes the potential breach of obligations acquired by a counterparty in commercial agreements that are generally established in the long-term.

Reputational Risks

Reputational risk refers to any action, event or circumstance that could have a harmful effect on the company's reputation among its stakeholders.

Criminal Liability Risks

The amendments made to the Criminal Code in 2010 and 2015 establish criminal liability on the part of legal entities. In this regard, Enagás could be held liable in Spain for certain crimes committed by its directors, managers and or in the interest of the company. To prevent this risk from materialising, the Enagás Group has approved a Crime Prevention Model and has implemented the measures needed to prevent corporate crime and to avoid liability for the company.

Likewise, as a result of the company's international activity, the Model has been broadened to cover the requirements of Mexican criminal law and US anti-corruption measures.

Compliance Risks and Model

The Enagás Group is exposed to compliance risks, which comprises the costs associated with possible sanctions owing to infringement of laws or sanctions derived from the materialisation of operational events, conducting of improper business practices, non-compliance with internal policies and procedures and/or the incorrect use of models.

E.4. Identify if the company has a risk tolerance level, including fiscal:

The Enagás Group Risk Control and Management Model defines the risk appetite framework, which corresponds to the maximum level of risk the company is willing to take on in order to meet its objectives, and which is expressed by means of risk limits. The level of risk tolerance is the result of the deviation in the level of risk the company takes on at a specific moment in relation to the defined risk appetite.

The Enagás Group has defined a set of limits for the main types of risk that the company may present (strategic risks and business, operational, technological, financial and tax-related, credit and counterparty, and criminal liability risks), with the establishment of the maximum acceptable level of risk, which is updated yearly by the Risk Committee. These limits are specified by a set of indicators that are regularly monitored throughout the year.

E.5. Identify any risks, including fiscal, which have occurred during the year:

The company had a medium risk profile over the course of 2019, partly due to the existence of corporate risk control and management systems. This allowed certain risks to be eliminated from the company's inventory, without their having any negative impact.

In Spain, there has been an impairment of current assets associated with projects that have been halted. In addition, remuneration for supply continuity in transmission activities was lower than expected, due to adjustments made by the regulator in 2018 demand for rebilling services to other companies, with effect in 2019.

It should also be noted that the regulatory cut approved by the CNMC for natural gas transmission and regasification activities has been significantly lower than its initial proposal, in part due to the risk management measures taken by the company. The effect of the cut will not be reflected until the new remuneration period comes into effect in 2021.

Internationally, with little significant impact on the company's consolidation, some commercial agreements in one of the affiliates have not been renewed. Minor operational risks materialised at two other affiliates: a cyberattack and an internal fraud case, without any significant financial loss.

E.6. Explain the response and supervision plans for the main risks of the entity, including fiscal risks, as well as the procedures followed by the company to ensure that the board of directors responds to the new challenges that arise:

A series of control activities defined by each of the business units and corporate departments are associated with the main risks identified by the company to ensure that it can respond adequately and in a timely manner. The Audit and Compliance Committee and the Risk Committee oversee the implementation of these control activities and monitor the action plans.

The type of controls in place vary considerably depending on the nature of the risk. For instance:

- Regarding regulatory risks, controls and mitigating actions include, inter alia, active participation in regulatory development through the elaboration of proposals, ongoing cooperation with (domestic and European) regulators and public administrations.
- Regarding infrastructure operation (e.g. damage, incidents), risks are mitigated through the design of maintenance and continuous improvement plans, the definition and monitoring of quality indicators, and control systems and alerts, which ensure service continuity and quality, among others. Likewise, there is an insurance schedule in place for transferring these risks to a third party.
- Regarding strategic and business risks related to international asset management, controls include monthly monitoring of planning for international assets and returns on investments, among others.
- Credit and counterparty risks are mitigated via establishment of guarantee mechanisms, in accordance with specific regulatory requirements, such as continuous monitoring of the main counterparties' credit profiles.
- To prevent criminal liability risk from materialising, the Enagás Group has approved a Crime Prevention Model (reviewed in 2016) and has implemented the measures needed to prevent corporate crime and to avoid liability for the company.

F. INTERNAL RISK CONTROL AND MANAGEMENT SYSTEMS IN RELATION TO THE PROCESS OF ISSUING FINANCIAL INFORMATION (ICFR)

Describe the mechanisms which comprise the internal control over financial reporting (ICFR) risk control and management systems at the entity.

F.1. The entity's control environment.

Specify at least the following components with a description of their main characteristics:

F.1.1 The bodies and/or functions responsible for: (i) the existence and regular updating of a suitable, effective ICFR; (ii) its implementation; and (iii) its monitoring.

As part of the ICFR responsibilities at Enagás, S.A. and Subsidiaries (hereinafter the "Group"), the following bodies and/or functions develop, maintain and monitor the preparation of Group financial information:

Board of Directors

Pursuant to Article 5 b) of the Rules and Regulations of the Organisation and Functioning of the Board of Directors, the Board is responsible for "the determination of the company's tax strategy and of its risk control and management policy, including tax risks, and the oversight of its internal information and control systems", and is ultimately responsible for guaranteeing an internal control environment conducive to complete, reliable and timely, financial reporting.

Pursuant to Article 26 of the said regulations, the Audit and Compliance Committee has been delegated the duty of overseeing the internal information and control systems.

Audit and Compliance Committee

The Audit and Compliance Committee is responsible for "overseeing the preparation and presentation of financial information on the Company and the Group, checking compliance with regulatory requirements, the due definition of the scope of consolidation and the correct application of accounting principles and in particular to know, understand and monitor the efficiency of the internal control over financial reporting system (ICFR). It must also report to the Board of Directors on recommendations or comments it deems necessary on the application of accounting criteria, internal control systems and any other relevant matter, and in particular, to present recommendations or proposals to the Board of Directors to safeguard the integrity of such financial information", according to Article 8, sections 2 i) a) and 2 i) c), of the Regulations of the Audit and Compliance Committee of Enagás, S.A.

Likewise, article 44 of the Consolidated Text of the Articles of Association states that the Audit and Compliance Committee is responsible for seeing to the proper operation of the Company and its Group internal control, internal audit function, and risk management systems. In addition to discussing any significant weaknesses in the internal control system detected in the course of audit with the auditors without impinging on its independence.

To carry out its duty of oversight of the effectiveness of internal control, the Audit and Compliance Committee has the support of an Internal Audit Department, as established in the General Internal Audit Regulations.

Finance Department

The Finance Department is responsible for designing, implementing and ensuring there is a suitable and efficient ICFR system. The Internal Control over Financial Reporting Unit assists it in these duties. This function is key to managing ICFR and has the following tasks:

- Guaranteeing the integrity and internal coherence of the ICFR.
- Monitoring of the updating and documentation of the sub-cycles/processes which affect the preparation of financial information (carried out by the people in charge of the sub-cycles/processes).
- Overseeing the updating and maintenance of the ICFR management tools.
- Managing the self-assessment of the ICFR system and monitoring the results.
- Coordinating the financial information risk assessment and periodically updating the risk map.
- Carrying out an annual evaluation of the requirements to update the document attributing the accounts to ICFR areas, in order to maintain the required standard of financial information.
- Drawing up and updating the Enagás Group Internal Control over Financial Reporting System Manual ("Enagás Group ICFR Manual").
- Updating and disseminating applicable ICFR system regulations, both internal and external.
- Identifying the training needs and organisational/execution needs for courses relating to ICFR or other related issues (these are channelled via the Training School programme included in the Training Plan and Training Programme).
- Monitoring and updating the model for defining scopes.
- Collaborating with the Internal Audit Department, ensuring independence at all times.

- Collaborating in classifying any deficiencies detected during reviews of the ICFR system (material weaknesses, significant deficiencies, insignificant deficiencies).
- Collaborating in implementing corrective measures detected in the reviews of the ICFR.

Internal Audit Department

The Internal Audit Department reports to the Audit and Compliance Committee as per the General Internal Audit Regulation. It is responsible for "assessing and improving the efficiency of risk management processes, internal control and corporate governance".

Its main ICFR duties, which are coordinated by, overseen and supervised by the Audit and Compliance Committee, include:

- Performing tests and assessments of the design, implementation and operational effectiveness of the ICFR system.
- Conducting a series of limited checks on the documentation of cycles and sub-cycles to achieve a preliminary understanding of whether the documentation prepared by Enagás is up to date and to detect which potential control activities should be designed.
- Conducting a series of limited checks to gain a preliminary understanding of the degree of compliance and formalisation of the (manual and automated) controls established by Enagás.
- Verifying the correct implementation of corrective actions concerning the ICFR system in accordance with the Internal Annual Audit Plan.

Departments and units involved in preparing financial information

The people in charge of the sub-cycles/processes involved in the preparation of financial information and whose main duties are:

- Supervising the actions and evaluations carried out for each of the processes for the cycles in the Areas, for which they are responsible, with the possibility of eventually carrying out tests to confirm the results of specific controls.
- Establishing, monitoring and evaluating the effectiveness of the control activities within the cycles/sub-cycles, mainly concerning communication, allocating responsibilities, delegating competences, segregating duties and managing access to information and other critical resources, developing and modifying the processes (both operational and control) and support systems.
- Coordinating the design, documentation and implementation of ICFR system processes, ensuring objectives are met in order to manage each process.
- Ensuring that all documentation concerning the process is kept up to date (who, what, how, rules, proof, etc.) as well as that concerning the ICFR system control and risk objectives.
- In the case of amendments or updates to regulations, procedures, instructions etc., the owner of the process shall notify the ICFR Unit.
- Reporting, formally and periodically on the outcome of the self-assessments carried out.
- Collaborating in identifying qualitative factors which may affect the inclusion of this process in the general ICFR model.
- Implementing and promoting the implementation of corrective actions in the area of ICFR.

The allocation of ICFR responsibilities is reflected in the positions within the Group's organisational structure, and included in the job analysis and description sheets containing the description of the assigned tasks. Any changes in the allocation of responsibilities are made to the organisational structure and these sheets, as set forth in the company's "Organisational Development and Processes" procedure.

F.1.2 The existence or otherwise of the following components, especially in connection with the financial reporting process:

- Departments and/or mechanisms in charge of: (i) design and review of the organisational structure; (ii) clear definition of lines of responsibility and authority, with an adequate distribution of tasks and functions; and (iii) assurance that adequate procedures exist for proper communication throughout the entity:

The design and review of the organisational structure, as well as the definition of the lines of responsibility, falls to the Board of Directors, through the Appointments, Remuneration and Corporate Social Responsibility Committee. As stipulated in the Regulations of the Appointments, Remuneration and Corporate Social Responsibility Committee of Enagás S.A., Article 8 2 (ii) e): "To submit proposals regarding the organisational structure of the Company and the creation of Senior Management positions that it considers necessary for a better and more efficient management of the Company to the Board of Directors, and also guidelines regarding the appointment, selection, career, promotion and dismissal of Senior Managers, in order to ensure that the Company has, at all times, the highly qualified personnel suitable for the management of its activities."

Likewise, the Corporate Resources and People Department is responsible for designing, implementing and updating the organisational structure within the Group. The internal mechanisms used by this department, to clearly define the lines of responsibility, are enumerated in:

- "Job Analysis and Description Sheets"
- The "Human Resources Development Procedure"
- The "Organisational Development and Processes Procedure"

which, among other matters, establishes and develops the overall management model for processes and job descriptions, in accordance with the company's strategy and business and operating needs, the organisational structure of the Departments/Units.

The particular features of the ICFR lines of responsibility and authority are regulated by the "Enagás Group ICFR Manual" as well as various rules and regulations concerning the key governing bodies and Senior Management. Meanwhile, specific ICFR-related responsibilities are considered in the design of the model, aligned with those defined in the "Job Analysis and Description Sheets". Versions of the ICFR model are generated periodically to reflect the changes over time in job responsibility.

Also worth noting is the "Powers of Attorney and Electronic Signature Certificates Management" procedure, which sets out the actions to ensure that responsibilities are given appropriately.

The organisational structure is available to all employees on the Intranet in the form of an organisational chart and is regularly updated. In addition, the specific rules and procedures detailing the related responsibilities are published on the Intranet, as stipulated in the "General Regulations for Rules and Process Management".

Code of conduct, approving body, dissemination and instruction, principles and values covered (stating whether it makes specific reference to record keeping and financial reporting), body in charge of investigating breaches and proposing corrective or disciplinary actions:

The following documents are available to all employees as part of the Group's Policy on Sustainability and Good Governance and other corporate policies:

Enagás Internal Code of Conduct in matters relating to Securities Markets.

As stipulated in Article 5 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A., the company has an Internal Code of Conduct in matters relating to Securities Markets which was drawn up and approved by the Board. These regulations aim to protect the interests of investors in the company's securities and its Group and to prevent and avoid any situation of abuse by establishing the rules for:

- The management and control of Privileged Information and the handling of such information;
- The trading of Affected Securities of Enagás or companies in its business Group;
- The performance of treasury share transactions;
- The obligations of publication and dissemination of privileged information to the market;
- Generally, compliance with securities market regulations.

Persons subject to the obligations established in the Internal Code of Conduct will receive a copy of the regulations and must sign a statement acknowledging receipt and declaring that they are aware of their obligations.

The Audit and Compliance Committee is responsible for ensuring compliance with the regulations and for making suggestions, as necessary, to improve them (Article 8 of the Regulations of the Audit and Compliance Committee of Enagás, S.A.). The Head of Compliance, in coordination with the General Secretariat, will ensure precise and true compliance with the obligations contained therein, with the requirement to regularly report to the Audit and Compliance Committee on the degree of compliance and any incidents detected in relation to its application for evaluation by the Committee, as stipulated by Article 19.2 of the regulations.

Enagás Group Code of Ethics

The "Enagás Group Code of Ethics" approved in 2008 and reviewed in 2012 and 2014, this review being approved by the Board of Directors at its meeting on December 16, 2019. It is available on the external website and Intranet, and aims to formalise "[...] the Enagás' model of ethics and compliance and is developed through policies, standards, processes and controls [...]". "The Code of Ethics reflects Enagás' ethical culture and sets out the guidelines that determine the behaviour of its employees, managers and directors and of third parties that have connections with the group.

" [...] The Code will be reviewed as often as necessary to ensure that its content is aligned with applicable law and best practices, and to guarantee the effectiveness of the ethics and compliance model.

All Enagás professionals must understand and comply with the Code of Ethics and the rules that develop it. When so required by Enagás, they must accept knowledge of the Code and confirm compliance with it [...]."

Its values address issues related to financial reporting:

Transparency and reliability of information: "With regard to the recording, collation and review of financial and non-financial information, we ensure its reliability and rigour, and apply the accounting policies, control systems and supervisory mechanisms defined by Enagás".

- Fight against fraud, corruption and bribery " [...] We must not offer or accept, either directly or indirectly, gifts or hospitality from third parties, including public representatives, which go beyond the purely symbolic or which could be interpreted as an attempt to influence our will or to obtain undue advantage [...]."

In this regard, in 2013 the "Procedures for Managing the Offering and Acceptance of Gifts" was approved and in 2015 the "Anti-Fraud, Corruption and Bribery Policy" was approved; it was reviewed in 2019.

Information confidentiality: " [...] The information that we handle in our professional activity, except when its disclosure is expressly authorised, must be considered confidential and treated as such. We are all responsible for protecting the confidentiality of information, whether it relates to Enagás or to third parties, such as customers, suppliers or business partners, potential job applicants or any third party with whom we have a relationship in the course of our business. [...]"

The Code states that " [...] the Board of Directors is the body with ultimate responsibility for ensuring Enagás' ethical culture and the effectiveness of the ethics and compliance model. The Ethical Compliance Committee, which reports to the Audit and Compliance Committee, assumes the competences related to the ethics and compliance model. For its part, the Audit and Compliance Committee is responsible for supervising the implementation of the ethics and compliance model and for ensuring that the Ethical Compliance Committee has sufficient resources, autonomy and independence [...]".

In addition, there is also a Compliance Policy to oversee the commitment to: " [...] uphold conduct that complies with both regulations and ethical standards. [...] and " [...] promote a culture of integrity and respect for the law and ethical standards that takes into consideration not only the interests of Enagás but also the needs and expectations of its stakeholders [...]" . This policy is reinforced by the General Compliance Standard.

Code of Conduct of the Technical Manager of the Spanish Gas System

The Code of Conduct for the Technical Manager of the Spanish Gas System approved at the Board of Directors meeting of December 15, 2014, available on the external website and Intranet, aims to " [...] ensure that the functions of the Technical Management of the Spanish Gas System are carried out independently from the rest of the Enagás Group's activities, in compliance with the criteria legally established in Hydrocarbons Sector Law 34/1998, of October 7 [...]" .

As set out in the Code: "It is the obligation of Enagás GTS to keep the list of the individuals subject to this Code of Conduct updated at all times and to send each of these a copy of the Code, requiring them to furnish a letter in which they confirm they have received the Code and declare that they know and accept compliance with the obligations they are subject to".

It also provides that: " [...] The Ethical Compliance Committee is entrusted with ensuring compliance with this Code of Conduct and the effectiveness hereof. It will therefore periodically report to the Audit and Compliance Committee of the Board of Directors of Enagás, S.A. on the results of its assessment and on any deficiencies detected. However, the Managing Director of the Technical Manager of the System will address any queries that may be raised by the employees of Enagás GTS regarding the Code of Conduct [...]" .

The Ethical Compliance Committee, pursuant to Article 63.4 d) of the Hydrocarbons Sector Law, shall prepare a report containing the following information:

- The measures adopted to guarantee the segregation of activities.
- The conflicts of interest reported and the measures adopted to resolve them [...]" .

Internal Audit Code of Ethics

The Internal Audit Code of Ethics, available on the corporate Intranet, was approved in 2017, establishing the ethical culture in the function of Internal Audit as an independent activity. It includes:

1. Principles relevant for the profession and practice of the internal audit:

- Integrity
- Objectivity and independence
- Confidentiality
- Competition

2. The Rules of Conduct which describe the behaviour expected from all internal auditors. These rules serve to assist with the interpretation of the Principles in their practical application. Their aim is to guide the ethical conduct of internal auditors.

Once a year all internal auditors must sign a declaration stating that they are cognisant of, understand and uphold these rules. In turn, professionals who work with the Internal Audit Department must also sign this declaration, when they start to provide their services.

- Whistleblowing channel, for reporting any irregularities of a financial or accounting nature to the audit committee, as well as breaches of the code of conduct and malpractice within the organisation, stating whether reports made through this channel are confidential:

The company has a whistleblowing channel, the "Ethics Channel", for consultation and reporting of irregularities or breaches of the Enagás Group Code of Ethics and the Code of Conduct of the Technical Manager of the Spanish Gas System.

The processing of such queries and notifications is the responsibility of the Ethical Compliance Committee, which functionally reports and is accountable for its performance to the Audit and Compliance Committee. This Committee shall respond to all reports and periodically prepare a report to be submitted to the Audit and Compliance Committee. However, according to the "Procedure for the management of consultations and reporting regarding irregularities or breaches of the Code of Ethics", if the consultation or notification is of a financial or accounting nature or concerns internal control or fraud, it shall be forwarded directly to the Audit and Compliance Committee.

- Training and refresher courses for personnel involved in preparing and reviewing financial information or evaluating ICFR, which address, at least, accounting rules, auditing, internal control and risk management:

The Talent Management Department, which reports to the Human & Corporate Resources Department, has a "Training School" which manages and plans all the training programmes and other instruction initiatives for all employees included in the Training Plan and in the Training Programme.

In coordination with the Finance Department and the Internal Audit Department, Talent Management identifies and analyses the specific training needs of all personnel involved in preparing and reviewing financial reporting, including issues concerning accounting, internal control and risk management.

In 2019, the Finance Department and the Internal Audit Department took part in various training programmes, including: Programme for Certification of Internal Control COSO, Internal Control of the tax function, Model of corruption prevention, Cybersecurity: basic concepts and good practices, among others.

In addition, since this year the Enagás Group, together with other relevant companies, participates in a collaborative space on the ICFR to share experiences, knowledge and best practices in this area.

F.2. Risk assessment in financial reporting.

Report at least:

F.2.1 The main characteristics of the risk identification process, including risks of error or fraud, stating whether:

- The process exists and is documented:

Identifying risk is one of the core fundamentals in risk analysis with regards to the preparation of financial information. The process follows the COSO 2013 (Committee of Sponsoring Organisations of the Treadway Commission) framework. One of the objects is to help ensure that transactions are recorded faithfully in accordance with the related accounting framework so it can provide reasonable assurance regarding the prevention or detection of errors that could have a material impact on the information contained in the consolidated annual accounts.

The "Enagás Risk Control and Management Policy" provides a reference in the area of risk identification, as it states the company's policies on how to deal effectively with uncertainty, risks and the associated opportunities, thereby improving its capacity to generate value in order to achieve the aims of the Group, which include reliable financial reporting.

The principles and criteria included in the policy were issued by the Enagás Risk Committee. This Committee is charged with defining, approving and updating the basic criteria and principles guiding actions in relation to risk, as set out in the "Functioning of the Enagás Risk Committee" procedure.

The principles set out in the "Enagás Risk Control and Management Policy" are articulated in the "General Regulations for Risk Control and Management", providing an organisational and methodological framework that ensures the risk control and management process is implemented appropriately and effectively.

Specific risks related to the company's Internal Control over Financial Reporting System are classified in this framework under the Group's operational risk category. The identification and measurement of these risks are performed as set out in the Internal Control over Financial Reporting System Manual.

- If the process covers all of the objectives of financial information, (existence and occurrence; completeness; valuation; delivery; breakdown and comparability; and rights and obligations), whether it is updated and with what frequency:

Pursuant to the "Enagás Group ICFR Manual", the risk identification process covers all financial reporting objectives to ensure the accuracy and completeness of the same. In this regard, the manual describes the risks related to the financial reporting process as follows:

- **Completeness:** the risk that not all transactions, and other circumstances and events are recorded.
- **Rights and obligations:** the risk that not all financial information at any given date does reflect the rights and obligations through the corresponding assets and liabilities in accordance with applicable standards.
- **Existence and occurrence:** the risk that not all transactions, circumstances and events exist or not all are recorded at the appropriate time.
- **Valuation:** the risk that not all transactions, circumstances and events are recorded and valued in conformity with applicable standards.
- **Delivery, breakdown and comparability:** the risk that not all transactions, circumstances and events are classified, presented and disclosed in the financial information in accordance with applicable standards.

• Internal fraud: includes the risk of manipulation of files, software and information, and the risk of unauthorised activities (involving employees) leading to intentional financial statement misstatements and misappropriation of funds and assets due to inappropriate use of corporate assets.

Periodically, the ICFR Unit fully evaluates all control processes and corresponding specific risks mitigation measures in place, and at the same time, assesses whether new risks need to be added.

• A specific process is in place to define the consolidation scope, taking into account, inter alia, the possible existence of complex corporate structures or special purpose vehicles:

The Finance Department operates a management and updating process to identify those companies which should be included in the consolidation scope. This process is detailed in the "Period-End Procedures for Consolidated Financial Statements and Annual Accounts".

In compliance with article 8 of the Regulations of the Audit and Compliance Committee, the Committee's duties and competencies include "Overseeing the preparation and presentation of financial information on the company and the Group, checking compliance with regulatory requirements, the due definition of the scope of consolidation and the correct application of accounting principles and, in particular, to know, understand and monitor the efficiency of the internal control over financial reporting system (ICFR)."

In determining the companies covered by the ICFR scope, the Group considers those in which it has direct or indirect control, and so for all other consolidated companies, the Group includes controls to ensure consistency, validity and reliability of the financial information provided for inclusion in the consolidated financial statements.

• The process addresses other types of risk (operational, technological, financial, legal, fiscal, reputational, environmental, etc.) insofar as they may affect the financial statements:

The process of identifying risks associated with achieving the financial reporting objectives takes into account the possible effects derived from the materialisation of other types of risks contained in the risk control and management model described in section e) of this document. These effects would arise, as the case may be, through strategic and business risks, operational and technological risks, credit and counterparty risks, financial and fiscal risks, criminal liability risks, reputational risks and compliance and model risks.

• Which of the entity's governing body oversees the process:

The Audit and Compliance Committee is responsible for overseeing " [...] the effectiveness of risk control and management systems in order to mitigate risks adequately, in the framework of the Company's internal policy." Also, and according to Article 8.2, section (v) a) of the Regulations of the Audit and Compliance Committee of Enagás S.A., it is responsible for submitting " [...] recommendations or proposals to the Board of Directors to improve these systems along with the corresponding deadline to dealing with them [...]".

F.3. Control activities.

Indicate the existence of at least the following components, and specify their main characteristics:

F.3.1 Procedures for reviewing and authorising the financial information and description of ICFR to be disclosed to the securities markets, stating who is responsible in each case and documentation and flow charts of activities and controls (including those addressing the risk of fraud) for each type of transaction that may materially affect the financial statements, including procedures for the closing of accounts and for the separate review of critical judgements, estimates, evaluations and projections.

Procedures for reviewing and authorising financial information to be disclosed to the markets.

The organisation has the following documents to ensure the reliability of the financial information to be disclosed to the securities markets:

- The “Manual of Accounting Policies (PGC)” and the “Manual of Accounting Policies (IFRS)”, which establish and provide clear information on the accounting policies required for performing accounting estimates and preparing the Company’s Individual and Consolidated Financial Statements and Annual Accounts, to ensure that these provide a true and fair view of its equity, financial position, results of operations, changes in net equity and changes in cash flows.
- “Period-end procedures for the Individual Financial Statements and Annual Accounts” and “Period-end procedures for the Consolidated Financial Statements and Annual Accounts” approved by the Financial General Manager establishing the process of preparing, processing, reviewing and authorising the financial information at the closing of accounts by the persons in charge. These also establish the controls of judgements, estimates and evaluations which may materially affect the financial statements.
- “Procedure on the provision of Regular Reports to Securities Market Regulators” which establishes the process to be followed when preparing periodic financial information to be disclosed to the regulated markets regarding interim financial reports, interim management reports and, if applicable, quarterly financial reports, and defines the persons responsible of approval of said financial information.

With regard to the preparation and subsequent disclosure of financial reporting, the Investor Relations Department, the Finance Department, the General Secretariat, the Board of Directors and the Chairman of the Board all play a key role at the various levels within the Organisation in the validation and approval of all financial information.

Description of ICFR: Control and Activities

The Group’s ICFR control structure is based on the five components of the COSO Model included in the Internal Control-Integrated Framework report (2013):

1. Control environment
2. Risk assessment
3. Control activities
4. Information and communication
5. Monitoring of the system.

Likewise, the recommendations of the report on “Internal Control over Financial Reporting at Listed Companies” prepared by the CNMV’s Internal Control Working Group (ICWG) (2010) are taken into consideration.

In this regard, the ICFR model states a number of key control objectives which, if fully implemented, allow reliability and transparency in preparing financial reporting. Implementation of these objectives is intrinsically tied to the effectiveness of “Control activities” at each stage of their execution.

In this context, the control structure defined is based on two classes of control:

- General control
- Process controls

General controls

The General Controls form the basis of the ICFR model. These are interlinked controls that directly affect the organisational structure and procedures. These are known as the “control environment” in the CNMV and COSO recommendations.

At the end of 2019, there were 46 ICFR general controls in operation. Senior Management is responsible for overseeing these controls, which are split between the following departments:

- Secretary to the Board of Directors
- General Secretariat
- Gas System Technical Management Department
- Finance Department
- Human & Corporate Resources Department
- Investor Relations Department
- Communication and Public Affairs Office

These controls are assessed once a year to incorporate any updates and to identify new control components.

Process controls Process Controls (control activities) are controls over an organisation’s operating processes that are more specific than general controls. These are part of each of the main cycles and sub-cycles comprising the ICFR procedures, guaranteeing the reliability and transparency of Enagás financial reporting. These are factors which mitigate the risks inherent in the financial reporting procedure mentioned above to ensure the established control objectives are met.

These control activities are used throughout all the ICFR model and the eight Areas which affect financial reporting:

- Acquisitions
- Fixed assets
- Inventories
- Revenue

- Payroll and personnel
- Financial management
- Support services
- Financial reporting

These Areas in turn affect a further 28 cycles and 60 subcycles and are formally documented in a corporate IT tool.

These process controls can be classified with the following different characteristic attributes:

• According to their nature:

- Preventive: Preventing errors or any irregularities which may affect the information, i.e. preventing the impact of financial risks.
- Detective: Identifying errors or irregularities which may affect the financial information, i.e. identifying errors when they arise.
- Corrective: Correcting errors or irregularities which may affect the financial information, i.e. rectifying errors when they arise.

• According to level of automation:

- Manual: control mechanisms directly executed by people.
- Semi-automated: control mechanisms executed by people and validated by "IT support" or vice-versa.
- Automated: control mechanisms with "IT support".

The quarterly self-assessment process carried out by the ICFR unit allows the organisation to confirm the validity of the description of these controls by the people responsible, identifying any updates (new process controls, elimination, automation, etc.).

At year-end 2019, there were 208 ICFR process controls, approximately 26% of which were automated.

Operating activities

In addition to the controls we have mentioned above, when designing the ICFR subcycles a series of operating activities are defined to establish a flow chart showing how these impact financial reporting. Likewise, these activities are included in a corporate IT tool which establishes the models for the ICFR subcycles.

At year-end 2019, there were 736 operating activities, approximately 16% of which were automated.

F.3.2 Internal control policies and procedures for Information Technology (IT) systems (including secure access, control of changes, system operation, continuity and segregation of duties) giving support to key company processes regarding the preparation and publication of financial information.

IT systems play an important role and are configured to support the preparation, processing and extraction of the financial information to be disclosed. This is why they are included in the ICFR actions and configuration.

All actions concerning information systems are regulated in the Cybersecurity Policy which defines the principles to effectively manage information security in the IT systems, as well as the assets involved in the processes.

Based on the principles of this policy, Enagás has designed the "General Rules for Management of IT Systems" establishing the responsibilities and the relationship between the requesting units and the Information Systems Department.

We also have General Computer Controls ("GCCs"). These provide a control framework designed to offer a reasonable level of security in IT systems used for financial reports, guaranteeing, to the greatest degree possible, that the information is confidential, available and complete. At year-end there were 46 General Computer Controls included in the "IT INFORMATION TECHNOLOGY" area, broken down into the following cycles:

- Logical and physical security cycle.
- Application development and maintenance cycle.
- Operating and support of networks, databases and operating systems cycle.
- Management and planning of information systems cycle.
- Fraud prevention and detection cycle.

Here we would note that within the operation and support of networks, databases and operating systems cycle is the GCC relating to the Business Continuity and Disaster Recovery Plan.

The objectives established within the framework of General Computer Controls help achieve control objectives related to the processing of computer generated information, through the defining, development, implementation and reviewing of control activities such as user and authorisation management, administrator management, access control, incident management, change management, business continuity, information storage and recovery, operations monitoring, etc.

Integral to the objectives of control of IT systems is the need to establish an appropriate segregation of duties, which is a prerequisite for an ICFR system to function efficiently and effectively. It is therefore of vital importance that there is a clear distinction between who has to execute actions related to the treatment of financial information, and who has to review and/or approve them. For this reason, correctly allocating profiles, both in IT systems and in terms of positions and functions, is critical to the success of the process.

F.3.3 Internal control policies and procedures for overseeing the management of outsourced activities, and of the appraisal, calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.

Enagás is particularly vigilant about any activities carried out by third parties which may significantly impact the financial statements to ensure maximum control over key procedures that may be outsourced, and that the activities are carried out to the standard that the Group demands.

The internal rules regulating this can be found in the "Identification and Treatment Procedures for Service Organisations".

The Group also has the following regulations and internal procedures regulating the contracting process and ensuring quality control of third parties:

- The "General Regulations for Management of Awarding and Contracting"
- The "Purchase Management Procedure"
- The "Supplier Approval Procedure"
- The "Procedure for Ensuring Supplier Reliability"

When the Organisation engages the services of independent experts for appraisal, calculation or valuation services, we request that they certify they are reputable firms in their field and are independent. This helps ensure that the Group's management is able to supervise and take the ultimate decisions on the estimate processes which may impact accounting records.

F.4. Information and communication.

Indicate the existence of at least the following components, and specify their main characteristics:

F.4.1 A specific function in charge of defining and maintaining accounting policies (accounting policies area or department) and settling doubts or disputes over their interpretation, which is in regular communication with the team in charge of operations, and a manual of accounting policies regularly updated and communicated to all the company's operating units.

The Accounting and Accounting Policies Units, which reports to the Accounting Department is responsible for keeping all accounting policies regularly updated and communicating these to all personnel involved in the financial reporting process.

It has therefore drawn up the "Accounting Policy Manual (PGC)" and the "Accounting Policy Manual (IFRS)", internal documents which outline all procedures and the accounting policies required for performing accounting estimates and preparing the Company's Individual and Consolidated Financial Statements and Annual Accounts, to ensure that these provide a true and fair view of its equity, financial position, results of operations, changes in net equity and changes in cash flows. Those employees involved in the process are informed of any updates to the policies via the Intranet.

F.4.2 Mechanisms in standard format for the capture and preparation of financial information, which are applied and used in all units within the Entity or Group, and support its main financial statements and accompanying notes as well as disclosures concerning ICFR.

The preparation, review and approval of all financial information in standard format is regulated by the "Period-end procedures for the Individual Financial Statements and Annual Accounts" and the "Period-end procedures for the Consolidated Financial Statements and Annual Accounts", as well as the "Accounting Policy Manual (PGC)" and the "Accounting Policy Manual (IFRS)", which serve as guides to carrying out these tasks.

Furthermore there is a specific mechanism for the process of preparing the annual accounts and accompanying notes, where the Audit and Compliance Committee, as a Board Committee, takes on a special relevance, overseeing this process (e.g. monitoring the supervision work of the Internal Audit unit, being cognisant of the internal control over financial reporting system (ICFR) as well monitoring the work performed by the external auditor) before the annual accounts are certified by the Board of Directors. The functions of the Audit and Compliance Committee in this regard are detailed in article 8 of the "Regulations of the Audit and Compliance Committee of Enagás, S.A."

The Group has an IT tool to record and treat all financial information which satisfies the needs of both individual and consolidated reporting.

F.5. Monitoring of the system.

Indicate the existence of at least the following components, describing their main characteristics:

- F.5.1 The ICFR monitoring activities undertaken by the audit committee and an internal audit function whose competencies include supporting the audit committee in its role of monitoring the internal control system, including ICFR. Describe the scope of the ICFR assessment conducted in the year and the procedure for the person in charge to communicate its findings. State also whether the company has an action plan specifying corrective measures for any flaws detected, and whether it has taken stock of their potential impact on its financial information.

In this context, one of Enagás' top priorities is to take a proactive, and thereby preventive role during a phase of constantly overseeing the model, to ensure that the model is updated and aligned with both the business and the best regulatory practices.

Constant analysis of and follow up of ICFR, detecting possible flaws and making sure the corresponding improvements and adjustments are achieved by taking the following measures:

- A regular evaluation of the design and effectiveness of current anti-fraud programmes and controls. Its scope and frequency depends on the importance of the associated risk and the demonstrated effectiveness of the controls in place.
- The participation of the Internal Audit Department, through the supervision functions attributed by the ICFR model through the "General Internal Audit Regulations", the "Enagás Group ICFR Manual" and the "Regulations of the Audit and Compliance Committee of Enagás, S.A."
- Effective supervision by the Audit and Compliance Committee, relative to overall control of the ICFR model, delegated by the Board of Directors, and instrumented by Internal Audit.
- Reporting on weaknesses found, taking corrective measures to solve them, establishing mechanisms to track them and assigning the necessary resources to achieve them, according to the instructions in the "Enagás Group ICFR Manual".
- Finally, once finalised, and subsequent to the implementation of the proposed measures, a design and final validation process will be undertaken, which will eventually be incorporated into the ICFR model.

Key throughout this oversight process is the function of Internal Audit which, as set out in the "General Internal Audit Regulations", is responsible for:

- Collaborating with the Audit and Compliance Committee in fulfilling its duties, particularly with regard to the supervision of the internal control system and the risk control and management process, to relations with the external auditor and to supervision of the financial information preparation process. Regarding relations with the external auditor, there is an Accounts Auditor Contracting and Relationship Procedure, which will be monitored for the maintenance of an objective, professional and continuous relationship with the auditor of the Company, respecting at all times its independence.

- Participating in the review of the Internal Control over Financial Reporting (ICFR) system established by the company for its subsequent certification.

In order to ensure that these objectives are met, there is an "Internal Audit Annual Plan", which is overseen and approved by the Audit and Compliance Committee, and includes a review of the ICFR system.

In this regard, the Group's management conducted an internal assessment of the ICFR system and concluded that the system in place for Enagás, S.A. and Subsidiaries at December 31, 2019 is effective and contains no significant deficiencies.

- F.5.2 If a discussion procedure is in place, whereby the auditor (pursuant to TAS), the internal audit function and other experts can report any significant internal control weaknesses encountered during their review of the annual accounts or other assignments, to the company's senior management and its audit committee or board of directors. State also whether the entity has an action plan to correct or mitigate the weaknesses found.

Article 8 of the Regulations of the Audit and Compliance Committee of Enagás, S.A. details the objectives and functions of the Committee, including "[...] liaise with the external auditors to obtain information on any issues that could compromise the latter's independence. Specifically, the discrepancies that may arise between the auditor of accounts and Company management, for review by the Committee, and any other discrepancies relating to the audit process, as well as the possible safeguard measures to be adopted, discussing the significant weaknesses detected in internal control with the auditor of accounts, and never jeopardising the independence of the audit, concluding on the level of confidence and reliability of the system [...]".

The Committee is also in charge of supervising compliance with the "Internal Code of Conduct in matters relating to Enagás' Securities Markets". The reports on the activities of the Audit and Compliance Committee contain important information about communication procedures and the conclusions reached at the end of each year.

F.6. Other relevant information.

There is no other relevant information regarding ICFR at the Group to add to that which we have provided above.

F.7. External auditor report.

State whether:

- F.7.1 The ICFR information supplied to the market has been reviewed by the external auditor, in which case the corresponding report should be attached. Otherwise, explain the reasons for the absence of this review.

The Group has voluntarily subjected its ICFR to review since 2008. All reviews have been carried out by the accounts auditor of Enagás, S.A. and Subsidiaries.

The report for 2019 is attached.

G. DEGREE OF IMPLEMENTATION OF CORPORATE GOVERNANCE RECOMMENDATIONS

Indicate the degree of the company's compliance with the recommendations of the good governance code of listed companies.

Should the company not comply with any of the recommendations or comply only in part, include a detailed explanation of the reasons so that shareholders, investors and the market in general have enough information to assess the company's behaviour. General explanations are not acceptable.

1. The Articles of Association of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.

Compliant [] Explain []

Additional Provision 31 of Law 34/1998, of October 7, on the Hydrocarbons Sector, in force since the enactment of Act 12/2011, of May 27, governing civil liability for nuclear damage or damage caused by radioactive materials, specifies in section 2 that:

"No natural or legal person may hold, directly or indirectly, an interest in the parent company (ENAGÁS, S.A.) representing more than 5% of share capital or exercise more than 3% of its voting rights. Under no circumstances may such shareholdings be syndicated. Any party operating within the gas sector, including natural or legal persons that directly or indirectly own equity holdings in the former of more than 5%, may not exercise voting rights over 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises. Under no circumstances may share capital be syndicated. Likewise, the combined total of direct or indirect holdings owned by parties that operate within the natural gas sector may not exceed 40%.

For the purposes of calculating the stake in that shareholding structure, in addition to the shares or other securities held or acquired by entities belonging to its same group, as defined by article 4 of Act 24/1988, dated July 28, on the Securities Market, stakes shall be attributed to one and the same natural or legal person when they are owned by:

a) Those parties who act in their own name but on behalf of that natural or legal person in a concerted fashion or forming a decision-making unit with them. Unless proven otherwise, the members of a governing body shall be presumed to act on account of or in concert with that legal person.

b) Partners with those with which one of them exercises control over a dominant company in accordance with article 4 of Securities Market Act 24/1988, of July 28.

In any event, regard shall be had to the proprietary ownership of the shares and other securities and the voting rights attached to each.

Non-compliance with the limit on interests in the share capital referred to in this article shall be deemed a very serious breach in accordance with the terms set out in Article 109 of this Law. Responsibility shall lie with the natural or legal persons found to be the owners of the securities or whoever the excess interest in the share capital or in the voting rights can be attributed to, pursuant to the provisions of the preceding paragraphs. Whatever the case, the penalty system stipulated herein will apply.

Enagás, S.A. may not transfer the shares of the subsidiaries carrying out regulated activities to third parties."

Meanwhile, section 3 of Additional Provision 31 of this law states that:

"The restrictions of shareholding percentages and non-transfer of the shares referred to in this provision are not applicable to other subsidiaries that ENAGÁS, S.A. may constitute for business activities other than transmission, regulated by Article 66 of Law 34/1998, of October 7, on the Hydrocarbons Sector, management of the transmission network and technical management of the Spanish gas system".

Meanwhile, article 6 bis of the company's Articles of Association ("Limitations on holdings in share capital") establishes that:

"No natural or legal person may hold a direct or indirect stake of more than 5% in the equity capital of the company, nor exercise voting rights in such company of over 3%. Under no circumstances may such shareholdings be syndicated. Those parties that operate within the gas sector, including those natural or legal persons that directly or indirectly possess equity holdings in the former of more than 5%, may not exercise voting rights in the company of over 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises. Under no circumstances may share capital be syndicated.

Likewise, the combined total of direct or indirect holdings owned by parties that operate within the natural gas sector may not exceed 40%.

For the purposes of calculating the stake in that shareholding structure, the Hydrocarbons Industry Act shall apply.

Enagás may not transfer to third parties shares of the subsidiaries included in its Group that undertake transmission and technical management of the system, which are regulated businesses under Hydrocarbons legislation."

2. When a dominant and subsidiary company are stock market listed, they should provide detailed disclosure on:
- a) The activity they engage in and any business dealings between them, as well as between the listed subsidiary with other group companies.
 - b) The mechanisms in place to resolve possible conflicts of interest.

Compliant [] Partially compliant [] Explain [] Not applicable []

3. During the annual general meeting the chairman of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:
- a) Changes taking place since the previous annual general meeting.
 - b) The specific reasons for the company not following a given Good Governance Code recommendation, and any alternative procedures followed in its stead.

Compliant [] Partially compliant [] Explain []

4. The company should draw up and implement a policy of communication and contacts with shareholders, institutional investors and proxy advisers that complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position.

This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those charged with its implementation.

Compliant [] Partially compliant [] Explain []

5. The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation.

When the Board approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.

Compliant [] Partially compliant [] Explain []

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the ordinary general meeting, even if their distribution is not obligatory:

- a) Report on auditor independence.
- b) Reports of the operation of the audit committee and the appointments and remuneration committee.
- c) Report of the audit committee on related party transactions.
- d) Report on corporate social responsibility policy.

Compliant [X] Partially compliant [] Explain []

7. The company should broadcast its general meetings live on the corporate website.

Compliant [X] Explain []

8. The audit committee should strive to ensure that the board of directors can present the company's accounts to the general meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the chairman of the audit committee and the auditors should give a clear account to shareholders of their scope and content.

Compliant [X] Partially compliant [] Explain []

9. The company should disclose its conditions and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website.

Such conditions and procedures should encourage shareholders to attend and exercise their rights and be applied in a non-discriminatory manner.

Compliant [X] Partially compliant [] Explain []

10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should:
- a) Immediately circulate the supplementary items and new proposals.
 - b) Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.
 - c) Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the Board of Directors, with particular regard to presumptions or deductions about the direction of votes.
 - d) After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.
- Compliant [X] Partially compliant [] Explain [] Not applicable []
11. In the event that a company plans to pay for attendance at the general meeting, it should establish a general, long-term policy in this respect.
- Compliant [] Partially compliant [] Explain [] Not applicable [X]
12. The board of directors should perform its duties with unity of purpose and independent judgement, affording the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interests, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.
- In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, customers and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.
- Compliant [X] Partially compliant [] Explain []
13. The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.
- Compliant [X] Explain []

14. The board of directors should approve a director selection policy that:

- a) Is concrete and verifiable.
- b) Ensures that appointment or re-election proposals are based on a prior analysis of the board's needs.
- c) Favours a diversity of knowledge, experience and gender.

The results of the prior analysis of board needs should be written up in the appointments committee's explanatory report, to be published when the general shareholders' meeting is convened that will ratify the appointment and re-election of each director.

The director selection policy should pursue the goal of having at least 30% of total board places occupied by female directors before the year 2020.

The appointments committee should run an annual check on compliance with the director selection policy and set out its findings in the annual corporate governance report.

Compliant Partially compliant Explain

15. Proprietary and independent directors should constitute an ample majority on the board of directors, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the ownership interests they control.

Compliant Partially compliant Explain

16. The percentage of proprietary directors out of all non-executive directors should not be greater than the proportion between the ownership stake of the shareholders they represent and the remainder of the company's capital.

This criterion can be relaxed:

- a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.
- b) In companies with a plurality of shareholders represented on the board but not otherwise related.

Compliant Explain

17. Independent directors should be at least half of all board members.

However, when the company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30% of capital, independent directors should occupy, at least, a third of Board places.

Compliant Explain

18. Companies should disclose the following director particulars on their websites and keep them regularly updated:

- a) Background and professional experience.
- b) Directorships held in other companies, listed or otherwise, and other paid activities they engage in, of whatever nature.
- c) Statement of the Director class to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.
- d) Dates of their first appointment as a board member and subsequent re-elections.
- e) Shares held in the company, and any options on the same.

Compliant Partially compliant Explain

19. The annual corporate governance report, with prior verification by the appointments, committee is to provide an explanation for the reasons proprietary directors were appointed at the behest of shareholders whose stake in the company is less than 3% of share capital, and reasons given for the rejections of formal requests for board representation from shareholders whose equity interest is equal to or greater than that of other shareholders who have successfully requested the appointment of proprietary directors.

Compliant Partially compliant Explain Not applicable

20. Proprietary directors are to submit their resignation when the shareholder whom they represent fully disposes of their stake. They shall also do so, in the appropriate number, when that shareholder reduces their stake to a level requiring a reduction in the number of its proprietary directors.

Compliant Partially compliant Explain Not applicable

21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the articles of association, except where just cause is found by the board, based on a report from the appointments and remuneration committee. In particular, it shall be understood that there is just cause when the director takes on new offices or assumes new obligations that prevent him from devoting the time necessary to perform the duties of the office of director, breaches the duties inherent to his position or is affected by one of the circumstances that cause him to lose his independent status in accordance with the provisions of applicable law.

The removal of independent directors may also be proposed as a consequence of offers for the takeover, merger or similar corporate actions affecting the company that may involve a change in the company's capital structure, whenever such changes in the board of directors arise under application of the proportionality criterion pointed out in Recommendation 16.

Compliant Explain

22. Companies are to stipulate rules obliging directors to inform of and, as the case may be, resign in situations that may harm the credit and reputation of the company. In particular, they are to inform the Board of Directors of any criminal cases for which they are under indictment, and of their subsequent legal proceedings.

If a director is indicted or tried for any of the crimes stated in the corporate legislation, the board shall examine the matter and, in view of the particular circumstances, decide whether or not the director shall be called on to resign. The board of directors is to provide a reasoned account of such events in the annual corporate governance report.

Compliant Partially compliant Explain

23. All directors are to clearly express their opposition when they consider that any proposal subject to the decision of the board of directors may be detrimental to corporate interests. The independent directors and other directors who are not affected by the potential conflict of interest are to voice their opposition in a special manner whenever such decisions may be of detriment to shareholders not represented on the board of directors.

When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary of the board, even if he or she is not a director.

Compliant Partially compliant Explain Not applicable

24. Directors who give up their place before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the board. Whether or not such resignation is disclosed as a material event, the motivating factors should be explained in the annual corporate governance report.

Compliant Partially compliant Explain Not applicable

25. The appointments committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

The board of directors regulations should lay down the maximum number of company boards on which directors can serve.

Compliant Partially compliant Explain

26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each Director may propose the addition of initially unscheduled items.

Compliant Partially compliant Explain

27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.

Compliant Partially compliant Explain

28. When directors or the secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minute book if the person expressing them so requests.

Compliant Partially compliant Explain Not applicable

29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.

Compliant Partially compliant Explain

30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.

Compliant Explain Not applicable

31. The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.

For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly reported/recorded in the minutes, of the majority of directors present.

Compliant [X] Partially compliant [] Explain []

32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.

Compliant [X] Partially compliant [] Explain []

33. The chairman, as the person charged with the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's articles of association, should prepare and submit to the board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so advise.

Compliant [X] Partially compliant [] Explain []

34. When an independent leading director has been appointed, the articles of association or board of directors regulations should grant him or her the following powers over and above those conferred by law: chair the board of directors in the absence of the chairman or vice chairman give voice to the concerns of non-executive directors; maintain contacts with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those that have to do with the company's corporate governance; and coordinate the chairman's succession plan.

Compliant [X] Partially compliant [] Explain [] Not applicable []

35. The board secretary should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the good governance code of relevance to the company.

Compliant [X] Explain []

36. The board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:
- a) The quality and efficiency of the board's operation.
 - b) The performance and membership of its committees.
 - c) The diversity of board membership and competences.
 - d) The performance of the chairman of the board of directors and the company's chief executive.
 - e) The performance and contribution of individual directors, with particular attention to the chairman of board committees.

The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report of the appointments committee.

Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the appointments committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Compliant Partially compliant Explain

37. When an executive committee exists, its membership mix by director class should resemble that of the board. The secretary of the board should also act as secretary to the executive committee.

Compliant Partially compliant Explain Not applicable

38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.

Compliant Partially compliant Explain Not applicable

39. All members of the audit committee, particularly its chairperson, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters. A majority of committee places should be held by independent directors.

Compliant Partially compliant Explain

40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive chairman or the chairman of the audit committee.

Compliant [X]

Partially compliant []

Explain []

41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, inform directly of any incidents arising during its implementation and submit an activities report at the end of each year.

Compliant [X]

Partially compliant []

Explain []

Not applicable []

42. The audit committee should have the following functions over and above those legally assigned:

1. With respect to internal control and reporting systems:

- a) Monitor the preparation and the integrity of the financial information prepared on the company and, where appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.
- b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose the service's budget; approve its priorities and work programmes, ensuring that it focuses primarily on the main risks the company is exposed to; receive regular report-backs on its activities; and verify that senior management is acting on the findings and recommendations of its reports.
- c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.

2. With regard to the external auditor:

- a) In the event of resignation of any external auditor, the committee should investigate the issues giving rise to the resignation.
- b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
- c) Ensure that the company notifies any change of external auditor to the CNMV as a material event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
- d) Ensure that the external auditor has a yearly meeting with the board in full to inform them of the work undertaken and developments in the company's risk and accounting positions.
- e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Compliant [X]

Partially compliant []

Explain []

43. The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.

Compliant [X]

Partially compliant []

Explain []

44. The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.

Compliant Partially compliant Explain Not applicable

45. The risk control and management policy should identify at least:

- a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, legal, social, environmental, political and reputational risks), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.
- b) The determination of the risk level the company sees as acceptable.
- c) The measures in place to mitigate the impact of risk events should they occur.
- d) The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

Compliant Partially compliant Explain

46. That under the direct supervision of the audit committee or, as the case may be, of a specialized committee of the board of directors, there is an internal function of risk control and management exercised by a unit or internal department of the company that has been assigned expressly the following functions:

- a) Ensure the proper functioning of the risk control and management systems and, in particular, that all important risks affecting the company are identified, managed and quantified adequately.
- b) Participating actively in the preparation of risk strategies and in key decisions about their management.
- c) Ensure that risk control and management systems mitigate risks adequately within the framework of the policy defined by the board of directors.

Compliant Partially compliant Explain

47. Members of the appointments and remuneration committee - or of the appointments committee and remuneration committee, if separately constituted - should have the right balance of knowledge, skills and experience for the functions they are called on to perform. The majority of their members should be independent directors.

Compliant Partially compliant Explain

48. Large cap companies should operate separately constituted appointments committees and remuneration committees.

Compliant []

Explain []

Not applicable []

The amendments to the Articles of Association proposed by the Board of Directors for the 2015 General Shareholders' Meeting included the amendment to article 45 to allow the split of the Appointments, Remuneration and CSR Committee into two separate committees.
The Board of Directors will study the opportunity to separate the Appointments, Remuneration and CSR Committee into two separate committees.

49. The appointments committee should consult with the board's chairman and chief executive officer, especially on matters relating to executive directors.

When there are vacancies on the board, any director may approach the appointments committee to propose candidates that it might consider suitable.

Compliant []

Partially compliant []

Explain []

50. The remuneration committee should operate independently and have the following functions in addition to those assigned by law:

- a) Propose to the board the standard conditions for senior managers contracts.
- b) Monitor compliance with the remuneration policy set by the company.
- c) Periodically review the remuneration policy for directors and senior managers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior managers in the company.
- d) Ensure that possible conflicts of interest do not undermine the independence of any external advice offered to the committee.
- e) Verify the information on remuneration of directors and senior management contained in the various corporate documents, including the annual report on directors' remuneration.

Compliant []

Partially compliant []

Explain []

51. The remuneration committee should consult with the chairman and chief executive, especially on matters relating to executive directors and senior managers.

Compliant []

Partially compliant []

Explain []

52. The terms of reference of supervision and control committees should be set out in the board of directors regulations and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:
- a) Committees should be formed exclusively by non-executive directors, with a majority of independents.
 - b) Committees should be chaired by an independent director.
 - c) The board should appoint the members of such committees with regard to the knowledge, skills and experience of its directors and each committee's terms of reference; discuss their proposals and reports; and provide report backs on their activities and work at the first board plenary following each committee meeting.
 - d) They may engage external advice, when they feel it necessary for the discharge of their functions.
 - e) Meeting proceedings should be recorded/notified in the minutes and a copy made available to all board members.

Compliant [X]

Partially compliant []

Explain []

Not applicable []

53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board committee or split between several, which could be the audit committee, the appointments committee, the corporate social responsibility committee, where one exists, or a dedicated committee established ad hoc by the BOARD under its powers of self-organisation, with at the least the following functions:
- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules.
 - b) Oversee the communication and relations strategy with shareholders and investors, including small and medium-sized shareholders.
 - c) Periodically evaluate the effectiveness of the company's corporate governance system, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.
 - d) Review the company's corporate social responsibility policy, ensuring that it is geared to value creation.
 - e) Monitor corporate social responsibility strategy and practices and assess their degree of compliance.
 - f) Monitor and assess the processes of liaising with different stakeholders.
 - g) Evaluate all aspects of the non-financial risks the company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.
 - h) Coordinate non-financial and diversity reporting processes in accordance with applicable legislation and international benchmarks.
- Compliant [X] Partially compliant [] Explain []

54. The corporate social responsibility policy should state the principles or commitments the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:

- a) The goals of its corporate social responsibility policy and the support instruments to be deployed.
- b) The corporate strategy with regard to sustainability, the environment and social issues.
- c) Specific practices in matters related to: shareholders, employees, customers, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conducts.
- d) The methods or systems for monitoring the results of the practices referred to above, and identifying and managing related risks.
- e) The mechanisms for supervising non-financial risk, ethics and business conduct.
- f) Channels for stakeholder communication, participation and dialogue.
- g) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Compliant [X] Partially compliant [] Explain []

55. The company should report on corporate social responsibility developments in its Directors' report or in a separate document, using an internationally accepted methodology.

Compliant [X] Partially compliant [] Explain []

56. Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.

Compliant [X] Explain []

57. Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors.

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their mandate. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Compliant [X] Partially compliant [] Explain []

58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.

In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short-, medium- and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over sufficient time to appreciate its contribution to long-term value creation. This will ensure that performance measurement is not based solely on one-off, occasional or extraordinary events.

Compliant [X] Partially compliant [] Explain [] Not applicable []

59. A major part of variable remuneration components should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.

Compliant [X] Partially compliant [] Explain [] Not applicable []

60. Remuneration linked to company earnings should bear in mind any qualifications stated in the external auditor's report that reduce their amount.

Compliant [X] Partially compliant [] Explain [] Not applicable []

61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Compliant [X] Partially compliant [] Explain [] Not applicable []

62. Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.

The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Compliant [] Partially compliant [] Explain [] Not applicable []

The General Shareholders' Meeting held on March 29, 2019 passed a three-year long-term incentive plan (2019-2021), to be paid in 2021, based on the fulfilment of the objectives and metrics established in the plan. For executive directors, this incentive may result, at most, in the delivery of shares representing 150% of their annual remuneration (50% per year). This is the second long-term incentive provided by the company in years and is for a limited amount. When other plans are adopted, the limit proposed in this recommendation (of not transferring shares equivalent to twice their annual fixed remuneration) will be considered.

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.

Compliant [] Partially compliant [] Explain [] Not applicable []

64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that said director has met the predetermined performance criteria.

Compliant [] Partially compliant [] Explain [] Not applicable []

H. OTHER INFORMATION OF INTEREST

1. If you consider that there is any material aspect or principle relating to corporate governance practices followed by your company that has not been addressed in this report and which is necessary to provide a more comprehensive view of the corporate governance structure and practices at the company or group, explain briefly.

2. You may include in this section any other information, clarification or observation related to the above sections of this report.

Specifically, indicate whether the company is subject to corporate governance legislation from a country other than Spain and, if so, include the compulsory information to be provided when different from that required by this report.

3. Also state whether the company voluntarily subscribes to other international, sectoral or other ethical principles or standard practices. If applicable identify the Code and date of adoption. In particular, it will mention whether or not it has adhered to the Code of Good Tax Practices, of July 20, 2010:

The Board of Directors of Enagás, S.A., unanimously agreed to the Company signing up to the Code of Good Tax Practices, promoted by the Large Companies Forum and the AEAT. The company joined on April 21, 2017 and the Company complies with its contents.

This report includes the following Appendices in an attached document.

APPENDIX I. - Explanatory notes.

APPENDIX II.- Report on the Activities of the Audit and Compliance Committee, 2019.

APPENDIX III.- Audit opinion on Internal Control over Financial Reporting ("ICFR"), 2019.

APPENDIX IV.- Audit opinion on the Annual Corporate Governance Report, 2019.

APPENDIX V.- Annual Corporate Governance Report, 2019 (English version).

This annual corporate governance report was approved by the company's Board of Directors at its meeting held on:

[17/02/2020]

List whether any directors voted against or abstained from voting on the approval of this Report.

[] Yes

[v] No

H. OTHER INFORMATION OF INTEREST:

APPENDIX I,

EXPLANATORY NOTES

EXPLANATORY NOTE ON SECTION A.2.

The list of direct and indirect holders of significant stakes set out in section A.2 of this Report includes those significant shareholders who on December 31, 2019 qualified as such in the relevant Official Register of the CNMV. The foregoing is independent of the question of whether or not the issuer received timely notice from any relevant shareholder in pursuance of Article 23 of Royal Decree 1362/2007, of October 19.

EXPLANATORY NOTE ON SECTION A.3.-

The table for this section uses information published in the Official Registers of the CNMV, in accordance with the communication filed by the Company's Directors.

EXPLANATORY NOTE ON SECTION A.5.-

Regarding dividends paid by Enagás to the significant shareholders referred to in section A.5 of this Report, note:

On July 3, 2019, Enagás paid **BANK OF AMERICA CORPORATION** a final dividend for 2018 of 7,920 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 5,522 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 13,442 thousands of euros.

On July 3, 2019, Enagás paid **SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES ("SEPI")** a final dividend for 2018 of 10,958 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 7,639 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 18,598 thousands of euros.

On July 3, 2019, Enagás paid **BLACKROCK INC** a final dividend for 2018 of 7,416 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 5,171 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 12,587 thousands of euros.

On July 3, 2019, Enagás paid **NORGES BANK** a final dividend for 2018 of 6,329 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 4,412 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 10,741 thousands of euros.

On July 3, 2019, Enagás paid **STATE STREET CORPORATION** a final dividend for 2018 of 6,592 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 4,595 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 11,187 thousands of euros.

EXPLANATORY NOTE ON SECTION A.6

This refers to Mr Bartolomé Lora Toro as the natural person representative of the Director of the Sociedad Estatal de Participaciones Industriales (SEPI).

EXPLANATORY NOTE ON SECTION A.8.-

At the date of preparation of this report, the SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES (SEPI), in addition to having a seat on the Board, also had a significant holding (5%) in the share capital of Enagás, S.A.

SEPI cannot exercise control over Enagás, S.A. as it is not in any of the circumstances set out in Article 4 of the Spanish Securities Market Act 24/1988, of July 28 (hereinafter, "LMV").

Accordingly, no natural or legal person exercises or could exercise control over Enagás, S.A in accordance with Article 4 of the LMV.

EXPLANATORY NOTE ON SECTION A.9.-

On March 27, 2015, the General Shareholders' Meeting authorised the Board of Directors to buy its own shares for a maximum of 5 years.

On March 29, 2019, the General Shareholders' Meeting approved a long-term incentive plan for 2019-2021 ("ILP 2019-2021") which included the delivery of shares to the Executive Directors, the members of the Management Committee and senior management of the Company and its group of companies, and April 23, 2019, the Board of Directors approved the Long-Term Incentive Regulations which established the standards for the application of the aforementioned plan.

Pursuant to the foregoing and in accordance with the company's treasury share policy approved by the Board of Directors on April 18, 2016, the Board approved a programme to buy back own shares on April 23, 2019, allowing the purchase of a maximum of 405,084 shares under the programme. The repurchase was entrusted to a financial intermediary of recognised

competence to do so on behalf of the company, independently and without its influence.

In execution of the above, the company proceeded to repurchase the maximum number permitted under the repurchase plan approved on April 23, 2019, which, added to the remaining shares (96,862) resulting from the settlement of the previous ILP 2016-2018, giving a current figure of 501,946 own shares.

EXPLANATORY NOTE ON SECTION A.12.-

Further text of section 2 of the 31 additional provision of the Hydrocarbons Sector Law 34/1998, of October 7 (hereinafter, also called "LSH"):

(...) "For the purposes of calculating the stake in that shareholding structure, in addition to the shares or other securities held or acquired by entities belonging to its same group, as defined by Article 4 of Act 24/1988, of July 28, on the Securities Market, stakes shall be attributed to one and the same natural or legal person when they are owned by:

a) Those parties who act in their own name but on behalf of that natural or legal person in a concerted fashion or forming a decision-making unit with them. Unless proven otherwise, the members of a governing body shall be presumed to act on account of or in concert with that legal person.

b) To partners with whom it exercises control over a dominant company in accordance with Article 4 of the LMV".

In any event, regard shall be had to the proprietary ownership of the shares and other securities and the voting rights attached to each.

Non-compliance with the limit on interests in the share capital referred to in this Article shall be deemed a very serious breach in accordance with the terms set out in Article 109 of this Law. Responsibility shall lie with the natural or legal persons found to be the owners of the securities or whoever the excess interest in the share capital or in the voting rights can be attributed to, pursuant to the provisions of the preceding paragraphs. Whatever the case, the penalty system stipulated herein will apply.

Enagás, S.A. may not transfer the shares of the subsidiaries carrying out regulated activities to third parties".

Meanwhile, section 3 of Additional Provision 31 of this law states that:

"The restrictions of shareholding percentages and non-transfer of the shares referred to in this provision are not applicable to other subsidiaries that ENAGÁS, S.A. may constitute for business activities other than transmission, regulated by Article 66 of Law 34/1998, of October 7, on the Hydrocarbons Sector, management of the transmission network and technical management of the national gas system".

Restrictions under the Company's Articles of Association:

In accordance with the aforementioned legal provision, Article 6 bis of Enagás' Articles of Association ("Limitations on holdings in share capital") establishes that:

"No natural or legal person may hold a direct or indirect stake of more than 5% in the equity capital of the company, nor exercise voting rights in such company of over 3%. Under no circumstances may such shareholdings be syndicated. Those parties that operate within the gas sector, including those natural or legal persons that directly or indirectly possess equity holdings in the former of more than 5%, may not exercise voting rights in the Company of over 1%. These restrictions do not apply to direct or indirect interests held by public sector enterprises. Under no circumstances may share capital be syndicated.

Likewise, the combined total of direct or indirect holdings owned by parties that operate within the natural gas sector may not exceed 40%.

For the purposes of calculating the stake in that shareholding structure, the Hydrocarbons Industry Act shall apply.

Enagás may not transfer to third parties shares of the subsidiaries included in its Group that undertake transmission and technical management of the system, which are regulated businesses under Hydrocarbons legislation".

EXPLANATORY NOTE ON SECTION C.1.3.-

In the table relating to External Proprietary Directors, in the SEPI profile, it lists its natural person representative as Mr Bartolomé Lora Toro.

EXPLANATORY NOTE ON SECTION C.1.9.-

The Chief Executive Officer, Mr Marcelino Oreja Arburúa, has been delegated the following powers:

A) Jointly and severally.

1. Collect whatever is payable to him for any reason, in bills, cheques, promissory notes, or by deposit in a bank account, by public or private bodies in the European Union, other international organisations, by central, regional, provincial, local government authorities, executive agencies, government depositaries and, in general, by any private natural or legal person in the public or private sectors; establish and settle balances, determine the form of payment of amounts owed to the Company, grant extensions of deadlines, set payment terms and conditions; cash orders of payment from the central, regional or local government tax authorities, including receiving from central government tax offices or other agencies money in cash or any means that represents it and accept the refund of amounts paid in tax.

2. Represent the Company in dealings with third parties, whether natural or legal, public or private, and before all kinds of authorities, public officials, boards and collegiate bodies, chambers, committees, associations, public property registers, companies registers, or public registers of any other kind, trade unions, mutual insurance companies, executive or non-executive agencies, whether autonomous or otherwise, directorates, regional offices of any kind of central, regional, provincial or local government authorities and any other public entities of any level or jurisdiction, whether Spanish or otherwise, whatever their name or nature; exercise any rights, remedies, claims and defences relating to the Company; formulate petitions and in connection with all types of proceedings, file claims and appeals of any kind, including motions for reconsideration and appeals for review, in which the Company has an interest, either in proceedings initiated by the Company or in those of others that directly or indirectly affect the Company; file them, take part in the processing of them; formulate and respond to representations, propose and examine evidence; apply for stays and adjournments; discontinue and abandon or in any other way withdraw from them, at any stage of the proceedings; execute and enforce agreements, detachments and return of documents; request and respond to certificates and summonses, be they governmental, notarial or of any other nature; request certificates, depositions and authentic copies; take delivery from public authorities, including post and telegraph offices and customs officers, of all kinds of papers, objects, goods and consignments in general addressed to the company, executing any notarial instruments or documents under hand required for such withdrawal or dispatch.

3. Make formal appearances in representation of the Company before courts and tribunals of any branch or level, whether in the civil, criminal, administrative, social or labour or any other jurisdiction, and before any arbitrator or arbitration body, of all levels, both domestic and foreign, whatever their territorial scope, and before any other authority, justice system, prosecutor's office, boards, centres, offices, departments, panels, bodies and officers belonging to the judiciary and the administration of justice, of any branch and level, and before them make sworn or ordinary statements and respond to interrogatories in court under non-determinative oath; initiate, pursue and complete as principal, defendant, partner in joinder of parties, coadjutor or in any other capacity, all types of judicial proceedings before any jurisdiction; file, pursue and waive appeals of any kind, including governmental and administrative appeals, and motions for reconsideration, rehearing, appeals for review to the same or a higher court, applications to the Supreme Court on the ground of manifest injustice of a previous decision, appeals against refusal of leave to appeal, actions to have decisions declared void, appeals on the ground on lack of jurisdiction, actions for enforcement of rights or any other legally permitted ordinary or extraordinary appeals, and the abandonment, discontinuance or any other form of withdrawal from proceedings in which the Company has an interest, as well as all kinds of proceedings, including conciliation proceedings, with or without a pre-trial settlement, proceedings of voluntary jurisdiction, governmental, notarial, mortgage and tax proceedings and, accordingly, to bring, respond to and pursue through all their formalities and levels until their conclusion all kinds of actions, claims, complaints, criminal actions, accusations, pleas and defences, and exercise any other causes of action, ratifying them whenever personal ratification is required; choose venues and submit implicitly or explicitly to jurisdictions; give

evidence as a legal representative at any of the aforementioned proceedings, petition for stays of proceedings; make, request, receive and comply with summonses, notifications, citations and service of process; apply for joinders, attachments, cancellations, enforcements, dispossessions, filings, auctions of assets, statements and assessments of costs; raise issues of jurisdiction and preliminary issues; challenge witnesses; furnish and challenge evidence, waive evidence and the transfer of proceedings to another court; agree to favourable rulings; provide and withdraw payment bonds and deposits as and when required by the court; provide sureties, make judicial deposits and, in both cases, request they be refunded as and when appropriate, and execute and enforce court rulings.

4. Attend, speak and vote at meetings that are held in bankruptcy proceedings, whether fault-based or otherwise, and in temporary receivership proceedings and arrangements with creditors while they remain in force, approve and challenge creditors' claims and their ranking, appoint and accept appointments as receivers and administrators, appoint representatives; accept and reject debtors' proposals and appoint members of conciliation bodies.

5. Confer powers on court representatives and counsel, freely chosen by him, with general powers for litigation and special powers freely established in each case, including those of responding to interrogatories in court, reaffirming positions, withdrawing and abandoning actions, signing such public or private documents as may be necessary for the exercise of such powers.

6. Enter into contracts of any kind with central, regional, provincial and local government authorities and executive agencies and, in general, with any natural or legal person in the public or private sectors, including contracts for works, supplies and services (excluding regasification, gas transmission and storage, and gas supply contracts); arrange auctions, calls for bids, competitive tendering, direct procurement or any other legal form of procurement; sign proposals and procurement specifications, award contracts and accept contract awards, sign the related contracts and any public and private documents that may be required for their formalisation, fulfilment or performance and discharge.

7. Take the necessary steps to establish arrangements with central, regional, provincial and local government authorities and their agencies concerning all kinds of public prices, levies, whether they be charges, taxes or rates, that affect the Company, agree to such arrangements and for this purpose approve, agree to and sign any covenant, contract or accord referring thereto.

8. Buy, sell, lease, purchase under a preferential right, assign, subrogate, contribute, encumber, exchange unconditionally or subject to conditions, at a declared price, deferred or paid in cash, all kinds of goods and real estate; establish, accept, modify, acquire, dispose of, defer, terminate and cancel, fully or partially, payment bonds, pledges and other security interests in favour of third parties.

9. Lease property as the lessor or lessee thereof.

10. Enter into finance lease agreements, subject to such terms and conditions as he may freely determine.

11. Buy, sell, lease, purchase under a preferential right, assign, subrogate, contribute, encumber, exchange unconditionally or subject to conditions, at a declared price, deferred or paid in cash, all kinds of real estate; establish, accept, modify, acquire, dispose of, defer, terminate and cancel mortgages, easements and other rights in rem over real estate, whether of common law or foral law, and also prohibitions, conditions and all kinds of restrictions on real estate; provide real estate collateral guarantees in favour of third parties.

12. File declarations of construction and cultivation, definition and demarcation of boundaries, grouping together, aggregation, segregation and division of property, and organise buildings under condominium arrangements.

13. Apply for official franchises and authorisations, permits and licences, and complete all the formalities to obtain them, and to renew, amend or cancel them as may be necessary or appropriate.

14. Negotiate and establish with owners affected by future gas installations, whether or not there are compulsory purchase proceedings pending, the imposition of rights of way for pipelines and ancillary components and the purchase of land on which to install gas distribution and regulation chambers or other components that depend on or belong to the networks of the Company granting the power of attorney, arranging for this purpose such mutually agreed transactions, clauses and prices that he considers to be fair, and signing public and private documents of any kind, regardless of the amount involved, and cancel rights of way fully or partially.

15. Initiate any proceedings for compulsory purchase in which the Company has an interest, make formal appearances thereat and make the representations that he considers appropriate, request and conduct expert appraisals, request and receive compensation and, in general, participate in such proceedings in all formalities and appeals related thereto without limitation, executing and signing for the purpose public or private documents of any kind.

16. With regard to proceedings for compulsory purchase, imposition of rights of way and temporary occupation governed by the Law and Regulations on Compulsory Purchase that are instituted by the Company granting power of attorney for the construction of gas pipelines, networks and branches and ancillary installations, they may:

a) Formulate requests and petitions, request and respond to certificates and summonses of all kinds, request affidavits, certificates and certified copies in which the Company has an interest, in dealings with natural and legal entities in the public or private sectors, without any exception.

b) Make and withdraw deposits of any kind, including cash, at public entity depositaries of any kind and those held by natural or legal persons, at any of their offices and agencies.

c) Attend the drawing up of official records of facts and events prior to and after the completion of compulsory purchase actions.

d) Group together, aggregate, segregate and divide real estate, making the filings relating thereto with the relevant Property Registers.

e) Arrange for the imposition of rights of way and title restrictions and for the acquisition and occupation by mutual agreement of property and rights affected by the laying of gas pipelines, their networks and branches and ancillary installations, fixing prices and conditions.

f) Discharge or redeem any charges or liens affecting the properties, fixing the price and conditions of such redemption.

g) Authorise, and as appropriate, empower by granting power of attorney to such persons as he considers appropriate to represent the Company at the official recording of facts and events prior to and at the time of the occupation of properties affected by compulsory purchase proceedings.

17. Enter into contracts with any natural or legal persons in the public or private sectors for the long-term provision of services of regasification, transmission and storage, procurement of points of entry to the Company's gas system, gas supply and any other contract for the provision of services connected with the gas business and ancillary activities.

18. Enter into contracts with any natural or legal persons in the public or private sectors for the short-term provision of services of regasification, transmission and storage, procurement of points of entry to the Company's gas system, gas supply, connection to installations and any other contract for the provision of services connected with the gas business and ancillary activities.

19. Set up, merge, change the corporate form, dissolve and wind up, take part in the enlargement or modification, of any kind of companies, partnerships, Economic Interest Groupings, European Economic Interest Groupings and joint ventures, represent the Company in them, attend or take part in all kinds of meetings, holding office and appointing officers and representatives as he considers appropriate; contribute to commercial companies all kinds of assets, receiving in payment the relevant shares, equity interests, scrip certificates, convertible or non-convertible debentures, option rights or shares and, in the case of dissolution, the relevant assets. Establish share syndication agreements.

20. Apply for entries to be made at the Property and Companies Registers; send, receive and respond to summonses and notifications and request notarial certificates of all kinds, signing certificates of attendance and any other formality connected with them.

21. Apply for the registration of trademarks and trade names, patents of invention and introduction, utility models and other modalities of industrial property, or challenge and denounce any attempted or effective misappropriation of the name, trademarks and countersigns of Company products and counterfeits of them, initiating and pursuing the appropriate proceedings and making formal appearances in proceedings initiated by others, making statements, providing proof and petitioning as appropriate.

22. Acquire and dispose of intellectual and industrial property rights.

23. Organise, direct and inspect all of the Company's services and installations and verify audits of Company funds.

24. Hire and dismiss personnel employed by the Company, of whatever kind and category, appoint and remove them from their duties, stipulating their pay, duties and tasks, and the remuneration payable for extraordinary services.

25. Grant loans and credits to Company staff and agree subsequent renewals, alterations, subrogations and cancellations thereof.

26. Grant payment bonds and personal and in rem guarantees to Company staff as surety for the fulfilment of personal and mortgage loan contracts granted to Enagás personnel.

27. Negotiate and sign on behalf of the Company any kind of general or partial collective agreements and any other type of pact, agreement or arrangement with the Company staff, trade unions or administrative or judicial authorities that are competent in matters of labour and social security.

28. Issue any kind of certificates, identity cards and other documents with the details of Company staff that are contained in the company record books and files.

29. Sign all documentation to do with social security, accidents at work insurance, enrolments and dis-enrolments, filings and changes; initiate and pursue claims before the Spanish National Institute of Social Security and offices thereof, mutual insurance companies, benefit societies and insurance companies.

30. Make formal appearances and represent the Company in dealings with the regional traffic department and offices thereof, in order to register, transfer and scrap any type of vehicle belonging to the Company and to register and de-register them as appropriate.

31. Take delivery of letters, certificates, dispatches, parcels, postal orders and declared value items from communications offices, and of goods and property shipped from shipping companies, customs and agencies. Receive, open, answer and sign any kind of correspondence and keep the Company's books in accordance with the law.

32. Sign any public or private documents that may be necessary in order to jointly and severally exercise the powers granted hereunder as effectively as possible.

33. Request and obtain electronic signature certificates from authorised providers of certification services and use the electronic signature whenever he considers it appropriate in accordance, at all times, with the applicable rules on electronic signatures.

34. Grant such powers of attorney as he considers necessary, being able to confer each and every one of the aforementioned powers granted hereunder or part of them on such person or persons as he considers appropriate. He may also revoke the powers granted by the Board of Directors, by himself or by other Company bodies.

The powers included in this section must be exercised by Group B as legal representative, together with any of the authorised legal representatives in accordance with the following deeds executed before the Madrid Notary Public

Mr Pedro de la Herrán Matorras: (i) deed dated June 13, 2012 number 1,291 of the filing system, registered on Company sheet M-6113, entry 728; (ii) deed dated June 27, 2013, number 1,493 of the filing system, registered on Company Sheet M-6113, entry 752;-(iii) deed dated September 10, 2013, number 2,023 of the filing system registered on Company Sheet M-6113, entry 763; (iv) deed dated September 13, 2017, number 1,915 of the filing system, registered on Company Sheet M-6113, entry 816. The terms of these powers of attorney are as follows:

Jointly with another authorised signee from Group B or from I Group A, up to a limit of 30,000.000 C, except for power of attorney 12, which can be jointly executed for any amount with another I authorised signee from Group B or from Group C.

Jointly with another authorised signee from Group C up to a limit of 20,000,000 euros".

The aforementioned powers (be they joint and several, joint) cannot be exercised in one or more of the following circumstances exist, which are considered LIMITATIONS on the powers delegated here:

I. Making investments or transactions of any type that, due to their high amount or special characteristics, represent a strategic or special fiscal risk for the Company.

II. Creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a similar type that, by their nature, might impair the transparency of the Company or the Group.

III. Performing transactions that the Company or the companies perform with the members of the Board of Directors under the terms set forth in Articles 229 and 230 of the Corporate Enterprise Act, or with shareholders who, individually or jointly with others, hold a significant stake, including shareholders represented on the Company's Board of Directors or the boards of other companies belonging to the same group or with persons associated with them.

However, this limitation will not be applicable in one of the following two cases:

A) When, in the opinion of the legal representative, there are urgent circumstances that require the transaction or make it advisable; or

B) When the transactions simultaneously meet the following three characteristics:

1st They are governed by standard form contracts applied on an across-the-board basis to a large number of customers.

2nd They go through at market. generally set by the person supplying the goods or services.

3rd Their amount does not exceed 1% of the Company's annual revenue.

IV. Carry out any action that, in accordance with the Corporate Enterprises Act, is a non-delegable power either of the Board of the Company or of the Board of Directors of the Company.

B) Jointly.

1. Enter into all types of banking arrangements including: factoring, leasing, lease financing, reverse factoring and any other similar banking arrangements with any Spanish or foreign bank, including the Bank of Spain and the branches thereof, the European Investment Bank, the Spanish Official Credit Institute, registered savings banks, savings banks, post office savings banks, the Confederation of Spanish Savings Banks, the General Deposit Fund or any other similar Spanish or foreign trading, transfer, exchange or credit institution.
2. Open, monitor, cancel or drawn down from ordinary current accounts or credit, sight or fixed-term deposit accounts, secured through a security interest, personal guarantee, pledged securities or trade notes, with or without a guarantee.
3. With regard to ordinary current accounts or credit, sight or fixed-term deposit accounts opened on behalf of the Company, write personal cheques, issue bank drafts, issue bank cheques, perform bank transfers or use any other accepted payment system or mechanism; pay in or withdraw voluntary or required amounts and deposits of cash or securities, signing any documentation required to perform such transactions.
4. Issue, cash, accept, endorse, receive, sign, intervene, challenge, pay and negotiate any type of bills of exchange, letters of credit, non-credit or credit facilities, promissory notes, cheques and other bank bills, commercial bills, bank giros or bills of exchange.
5. Obtain and award loans or credits, with or without collateral or personal guarantees, including the pledging of securities, and arrange subsequent renewals, amendments and subrogations. Acquire and extend credits.
6. Request, cancel and withdrawn personal and collateral-backed sureties, guarantees and payment bonds.
7. Enter into discounting arrangements for promissory notes issued by the company with banks and financial institutions authorised to perform discounting, and enter into loan or other financing arrangements represented by promissory notes with these entities; contract agency services to facilitate such financing arrangements.
8. Buy and sell shares, debentures, bonds, stakes and any other type of security or instrument, and collect any yield from these.
9. Pay in bearer cheques paid to the Company, signing the reverse, for the sole purpose of paying them into the current accounts held with the Bank of Spain, and other banks, credit institutions and savings banks.
10. Arrange transfers between current and credit accounts or loan accounts set up in the Company's name through bank transfers, bank cheques or any other accepted payment system or mechanism in all types of banks,

including the Bank of Spain, savings banks and other credit institutions, both Spanish and foreign.

11. Award and accept loans to/from subsidiaries and affiliates and the parent company.
12. Make payments to settle invoices for gas purchases and settle taxes by personal cheque, bank giro or transfer, bank cheque or any other accepted payment system or mechanism from ordinary current accounts and credit, sight or fixed-term deposit accounts opened by the Company, to which end any type of document may be signed.
13. Sign any public or private documents that may be necessary in order to jointly exercise the powers granted hereunder as effectively as possible.

EXPLANATORY NOTE ON SECTION C.1.10.-

The Director Mr Marcelino Oreja Arburúa also holds the position of Director of MIBGAS Derivatives, S.A., a company that is not part of the Enagás Group and in which Enagás S.A. holds a 19.4% stake.

The Director Mr Marcelino Oreja Arburúa also holds the position of Director of Tallgrass Energy G.P., a company that is not part of the Enagás Group and in which Enagás S.A. holds a 12.62% indirect stake.

EXPLANATORY NOTE ON SECTION C.1.11.-

SEPI has representation on the Board of Directors of the listed company EBRO FOODS, S.A. through ALYCESA (a 91.96%-owned subsidiary of SEPI).

EXPLANATORY NOTE ON SECTION C.1.13.-

The increases in the remuneration accrued during the year in favour of the Board of Directors, compared to that reported in the previous year, are mainly due to the settlement of the Long-Term Incentive Plan (2016-2018) which took place in April 2019.

EXPLANATORY NOTE ON SECTION C.1.14.-

During financial year 2019, the total remuneration of the Senior Management of the Company amounted to 8,013 thousands of euros. This includes the remuneration received by the Director of Internal Audit (Ms Rosa Sánchez Bravo).

The increases in the remuneration accrued during the year in favour of Senior Management, compared to that reported in the previous year, are mainly due to the settlement of the Long-Term Incentive Plan (2016-2018) which took place in April 2019.

EXPLANATORY NOTE ON SECTION C.1.16.-

DURATION IN CHARGE AND CO-OPTION:

Article 10 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors stipulates that Directors may hold office for a period of four years, and may be re-elected for similar periods. Directors appointed by co-option will perform their duties until the date of the first General Meeting, or until the date of the following meeting, if the vacancy arises after the General Meeting has been convened and before it is held.

RE-ELECTION OF DIRECTORS:

Article 11 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors stipulates that the Appointments, Remuneration and CSR Committee, responsible for evaluating the quality of work and dedication to their offices of the Directors proposed during the previous term of office, shall provide the information required to assess proposals for re-election of non-Independent Directors presented by the Board of Directors to the General Meeting and proposals for the re-election of Independent Directors.

Proposals for re-election shall always be accompanied by a report from the Board justifying the competencies, experience and merits of the candidate. This report shall be attached to the minutes of the General Meeting or of the Board.

As a general rule, appropriate rotation of Independent Directors should be ensured. For this reason, when an Independent Director is proposed for re-election, the circumstances making this Director's continuity in the post advisable must be justified.

REMOVAL:

Directors shall leave their post after the first General Meeting following the end of their term of appointment and in all other cases in accordance with the law, the Articles of Association and these Regulations (Article 12.1 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors).

The Board of Directors shall not propose the removal of any Independent Director prior to the end of the period mandated by the Articles of Association for which they have been appointed, unless there are due grounds acknowledged by the Board following a report from the Appointments, Remuneration and Corporate Social Responsibility Committee. In particular, it shall be understood that there is just cause when the Director takes on new offices or assumes new obligations that prevent them from devoting the time necessary to perform the duties of the office of Director, breaches the duties inherent to their position or is affected by one of the circumstances that cause them to lose their independent status in accordance with the provisions of applicable legislation (Art. 12.3 of the Rules and Regulations of the Organisation and Functioning of the Board of Directors).

EXPLANATORY NOTE ON SECTION C.1.32.-

As disclosed in note 4.6 c) to the Annual Accounts, Law 22/2015 on the Audit of Accounts establishes that non-audit services provided by the auditor must be less

than 70% of the average fees paid for audit services for four consecutive years. The amount of non-audit services rendered by the auditor of accounts (Ernst & Young, S.L.) amounts to 34% of the audit service fees invoiced during 2019 (23% for the Group).

EXPLANATORY NOTE ON SECTION C.1.39

In accordance with Article 529 octodecies of Corporate Enterprises Act, the Board is informed of the main terms and conditions of Director's contracts in the Remuneration Policy and Remuneration Report that is submitted to the Board every year.

EXPLANATORY NOTE ON SECTION C.2.1.-

AUDIT AND COMPLIANCE COMMITTEE *(Continued)*:

The duties and responsibilities of the Audit and Compliance Committee are:

(i) With regards to the financial statements and other accounting information

- a) Overseeing the preparation and presentation of financial information on the Company and the Group, and checking compliance with regulatory requirements, the due definition of the scope of consolidation and the correct application of accounting standards and, in particular, knowing, understanding and monitoring the efficiency of the Internal Control over Financial Reporting (ICFR) system.
- b) Examining the information on activities and results of the Company which is prepared and published periodically in accordance with the prevailing regulations relating to the securities markets, seeking to ensure transparency and exactness in the information.
- c) Reporting to the Board of Directors on recommendations or comments it deems necessary on the application of accounting criteria, internal control systems and any other relevant matter, and in particular, to present recommendations or proposals to the Board of Directors to safeguard the integrity of such financial information.
- d) Informing the Board of Directors on the Annual Accounts prior to their preparation, as well as on financial information which the Company must periodically disclose publicly.
- e) Ensure that the Board of Directors can present the accounts to the General Shareholders' Meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the

Chairman of the Committee and the auditors should give a clear account to shareholders of their scope and content.

- f) The Board of Directors must properly explain any departure from the Audit and Compliance Committee's prior Report in the Annual Accounts finally authorised for issue.
- g) Assessing any proposals made by senior managers regarding changes in accounting practices.

(ii) Competencies relating to legality

- a) Reporting to the Board of Directors prior to it approving the creation or acquisition of shares in special purpose vehicles and/or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a similar nature that, by their nature, might impair the transparency of the company or the Group.
- b) Reporting to the Board of Directors prior to transactions with related parties, pursuant to Article 14 Bis of the Regulations of the Board.
- c) Preparing a report on related-party transactions, for posting on the Company's website, sufficiently in advance of the Ordinary Shareholders' Meeting.
- d) Receiving and analysing information on the fiscal criteria applied by the Company during the year, particularly with regard to the degree of compliance with corporate tax policy, prior to the preparation of the Annual Accounts.

(iii) Competencies with regard to the Internal Audit unit

- a) Seeing to the proper operation of the internal audit as well as ensuring the independence of the unit that performs internal audit functions, which reports functionally to the Chairman of the Committee. It also ensures the smooth running of internal control and information systems submitting recommendations and proposals to the Board of Directors, with related monitoring periods, as it deems appropriate.

The head of the unit responsible for the internal audit function shall present an annual work programme to the Committee, and report on any incidents arising during its implementation, and shall submit an activity report at the end of each year.

- b) Ensuring the unit has sufficient resources and suitably qualified personnel for optimum performance of the function.
- c) Approving the Internal Audit Plan and related work plans, and proposing the annual budget for this, ensuring that activity focuses mainly on the most significant risks facing the Company.

- d) Supervising the Company's Internal Audit services, receiving regular information on its activities and verifying that senior management takes its conclusions and recommendations into account.
- e) Making proposals to the Board of Directors on the selection, appointment, re-election and removal of the head of Internal Audit.
- f) Assessing annually the functioning of the internal audit unit and the performance of their duties by its head, for which purpose the opinion of the executive management will be sought.

(iv) Competencies relating to the relationship with the external auditor

- With regards to the **appointment, re-election and replacement of the accounts auditor**:
 - a) Taking responsibility for the selection process, pursuant to applicable legislation, and, for this purpose it shall:
 - 1º. define the procedure for selecting the auditor; and
 - 2º. issue a reasoned proposal containing at least two alternatives for the selection of the auditor, except in the case of re-election of the auditor.
 - b) Report on the remuneration of the external auditors and other contract conditions.
 - c) Propose the selection, appointment, re-election or replacement of the external auditors of the Enagás Group to the Board of Directors for presentation at the General Shareholders' meeting.
 - d) As applicable, ensure that the Company notifies any change of external auditors to the CNMV as a material event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
- With regard to the **independence of the external auditors and absence of causes for prohibition and incompatibility**:
 - a) Regularly gather information from the external auditors on the auditing plan and its implementation, in addition to preserving their independence in the exercise of their duties.
 - b) **Liaise with the external auditors** to obtain information on any issues that could compromise the latter's independence. Specifically, the discrepancies that may arise between the auditor of accounts and Company management for review by the Committee, and any other discrepancies relating to the audit process, as well as the possible safeguard measures to be adopted, discussing the significant

weaknesses detected in internal control with the auditor of accounts, and never jeopardising the independence of the audit in order to be able to conclude on the level of confidence and reliability of the system.

- c) Receive those other communications provided for in audit legislation and audit standards.
 - d) Proceed with the authorisation of services other than those prohibited, in accordance with prevailing regulations.
 - e) Ensure that the Company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the **concentration of the auditor's business** and, in general, other requirements concerning auditor independence.
 - f) Ensure that the **fees** of the external auditor do not threaten their quality and independence, and are not based on any form of contingency, as well as establish an indicative limit on the fees that the auditor may receive annually for non-audit services.
 - g) In the event of resignation of the Accounts Auditor, the Committee should investigate the issues giving rise to the resignation.
 - h) Receive the annual statement from the external auditors on their independence with respect to the Enagás Group (included in the delivery of the supplementary report) or entities directly or indirectly related to it, in addition to detailed and individual information on additional services of any kind rendered to these entities by the external auditor or by persons or entities related to it, in conformity with audit regulations.
 - i) Issue an annual report, prior to the issue of the audit report, giving an opinion on whether the independence of the auditors is compromised. This report shall in all cases include a reasoned assessment of each additional service rendered, as referred to in the previous section, that could comprise the independence of the Accounts Auditor, considered separately and in their totality, other than statutory audits and how they relate to the requirement of independence or to the audit regulations and shall be published on the website of the Company sufficiently in advance of the date of the Ordinary General Shareholders' Meeting.
 - j) Establish a maximum term of auditor engagement, ensuring a gradual rotation with the main audit partners.
- With regard to **audit reports**:

- a) Review the content of audits, limited review reports of interim financial statements and other required reports of statutory auditors prior to their issue in order to prevent qualifications.
- b) Supervise the responses of senior management to its recommendations, mediating and arbitrating in the event of any disagreement with regard to the principles and criteria applicable to the preparation of the financial statements.
- c) Foster and ensure that the external auditor who audits the individual and/or consolidated Annual Accounts takes full responsibility for the audit report issued, even when the annual accounts of affiliates are audited by other external auditors.
- d) Report to the General Shareholders' Meeting on the audit results, explaining that this process contributes to the reliability of the financial information, and on the role performed by the Committee in this process.
- e) Ensure that the external auditors have a yearly meeting with the Board of Directors in full to inform them of the work undertaken and developments in the Company's risk and accounting positions.
- f) Make a final assessment of the external auditors' performance and how they have contributed to the quality of the audit and the integrity of the financial reporting.

(v) Competencies relating to the Company's risk control and management function

- a) Overseeing the effectiveness of risk control and management systems in order to mitigate risks adequately, in the framework of the Company's internal policy. Submitting recommendations or proposals to the Board of Directors to improve these systems along with the corresponding deadline for dealing with them.
- b) Overseeing the risk control and management unit, which shall, among other functions, ensure the proper functioning of the risk control and management systems and, in particular, identify, manage and adequately quantify all material risks affecting the company; actively participate in the development of the risk strategy and major decisions on its management; and ensure that the risk control and management systems adequately mitigate risk under the policy defined by the Board of Directors.
- c) Assessing the Company's risks and examine the analyses of risks that affect the business, which are set out in the internal risk policies. This periodic information is prepared in accordance with internal rules,

including the identification, measurement and establishment of management measures for the key risks affecting the Company.

- d) Reporting to the Board of Directors on any risks uncovered, with an assessment thereof, and any key issues concerning risks. In particular, reassessing, at least annually, the list of the most significant financial and non-financial risks and assess their tolerance level, proposing their adjustment to the Board, if necessary.
- e) Holding at least one meeting annually with the senior managers of the business units in which they explain business trends and the related risks.

(vi) With regards to Corporate Governance

- a) Reporting in advance to the Board of Directors on structural and corporate changes that the Company plans to carry out, their economic conditions and their accounting impact and, in particular, where appropriate, the proposed exchange ratio.
- b) Overseeing compliance with the Internal Codes of Conduct and, in particular, with the Internal Code of Conduct in matters relating to the Securities Markets in force at any given time and with these Regulations, and to make the necessary proposals for their improvement. In fulfilling this duty, the Audit and Compliance Committee liaises with the Appointments, Remuneration and CSR Committee in considering Company Directors' and managers' compliance with the Code.
- c) Assessing all matters relating to the non-financial risks of the Company, including operational, technological, legal, social, environmental, political and reputational.
- d) Coordinating the process for reporting non-financial and diversity information, in accordance with applicable regulations and international benchmark standards.
- e) Supervising a mechanism whereby staff can report, confidentially and anonymously any potentially significant incidents they identify in the Company, receiving regular information on its operation and being able to propose appropriate actions for its improvement and the reduction of the risk of irregularities in the future, particularly with regard to financial and accounting issues, whilst respecting in all cases personal data protection regulations and the basic rights of the parties involved.
- f) Preparing an Annual Activity Report of the Audit and Compliance Committee, which will form part of the corporate governance report, and which will be published on the Company's website sufficiently in advance of the Ordinary General Meeting.

- g) Assisting with drafting the Annual Corporate Governance Report, especially in areas concerning information transparency and conflicts of interests.

(vii) Competencies relating to the Compliance function

- a) Ensuring the independence of the compliance unit.
- b) Ensuring that the compliance unit performs its mission and competences with regard to regulatory compliance and the prevention and correction of behaviour that is illegal or fraudulent or otherwise breaches the Enagás Group Code of Ethics.
- c) Ensuring that the compliance unit has the human and material resources needed for optimum performance of its functions.
- d) Providing information and putting forward proposals to the Board of Directors regarding the selection, appointment, reappointment and dismissal of the head of Compliance.

(viii) With regards to shareholders

Providing information on issues within the scope of its duties at the General Meeting.

APPOINTMENTS AND REMUNERATION COMMITTEE *(Continued)*:

The duties and responsibilities of the Appointments, Remuneration and Corporate Social Responsibility Committee are:

(i) Competencies relating to the composition of the Board

- a) To evaluate the competencies, knowledge and experience required on the Board of Directors. To this end, and in accordance with the Director's selection policy, it shall determine the functions and capacities required of the candidates to fill each vacancy, and evaluate the precise amount of time and degree of dedication necessary for them to effectively perform their duties, while overseeing that the Non-Executive Directors have sufficient time available to properly perform their functions.

The Committee will draw up and regularly update a matrix with the necessary competences of the Board and which defines the skills and knowledge of the candidates for Directors, in particular executive and independent Directors.

- b) Reviewing the structure of the Board of Directors, as well as the criteria that must be reported, the statutory renewal of Directors, the incorporation of new members, guaranteeing that their access to the Board does not affect the Company's status as transmission grid operator, in accordance with the provisions of the applicable regulations on hydrocarbons. Likewise, any other aspect related to its composition that it considers appropriate will be reviewed, making the necessary proposals to the Board of Directors.
- c) Establishing a representation objective for the under-represented gender on the Board of Directors and to draw up guidelines on how to achieve this objective, also proposing to the Board of Directors the policy of diversity of directors, based on the criteria of age, disability, training, professional experience and gender, among others.
- d) Reviewing periodically the category of the Directors.

(ii) Powers for the selection of Directors and Senior Managers

- a) To forward to the Board of Directors proposed appointments of Independent Directors for them to be designated by co-option or subject to the decision of the General Shareholders' Meeting, as well as on proposals for their re-election or removal by the General Shareholders' Meeting.
- b) To report proposed appointments of the remaining Directors for them to be designated by co-option or subject to the decision of the General Shareholders' Meeting, as well as on proposals for their re-election or removal by the General Shareholders' Meeting.
- c) To verify on an annual basis compliance with the director's selection policy of the company approved by the Board of Directors.
- d) To report on proposals for the appointment and removal of Senior Managers.
- e) To submit proposals to the Board of Directors regarding the Company's organisational structure and the creation of Senior Management positions that it considers necessary for better and more efficient management of the Company, as well as the guidelines regarding the appointment, career selection, promotion and dismissal of Senior Management, to ensure the Company has, at all times, highly qualified personnel suitable for the management of its activities.

(iii) Competencies relating to the composition of the Board

- a) To report on the appointment of the Chairman and Vice Chairman of the Board of Directors.
- b) To report on the appointment and dismissal of the Secretary and Vice Secretary of the Board of Directors.

- c) To propose the appointment of the Independent Leading Director.
- d) To examine and organise the succession of the Company's Chairman and CEO and, if appropriate, to make proposals to the Board of Directors so that such succession takes place in an orderly and planned manner, drawing up a succession plan for this purpose.

(iv) Powers relating to the remuneration of Directors and Senior Managers

- a) To propose to the Board of Directors the remuneration policy for Directors and Senior Managers, verifying that this is observed. To this end, the committee will periodically review the remuneration policy for Directors and Senior Management and ensure that their individual remuneration is proportional to that paid to the other Directors and Senior Management of the Company.
- b) To propose to the Board of Directors the individual remuneration and other contractual conditions of Executive Directors, verifying that they are consistent with the remuneration policies in force.
- c) To propose to the Board of Directors the basic conditions of the Senior Management contracts, verifying that they are consistent with the remuneration policies in force.
- d) To verify information on remuneration of Directors and senior managers contained in the various corporate documents, including the Annual Report on Directors' Remuneration.

(v) Powers relating to the corporate governance of the Company and corporate social responsibility

- a) To report to the Board on general policy concerning Corporate Social Responsibility and Corporate Governance, ensuring the adoption and effective application of best practices – both those which are compulsory and those that are in line with generally-accepted recommendations. To this end, the Committee shall be responsible for the following functions:
 - (i) To submit to the Board the initiatives and proposals it deems appropriate and provide information on proposals submitted to the Board and information the Company releases to shareholders annually regarding these issues.
 - (ii) To monitor compliance with the rules of corporate governance of the Company, periodically assessing the adequacy of the Company's system of corporate governance, in order to fulfil its mission of promoting the corporate interest, and consider, as appropriate, the legitimate interests of other stakeholders.

- (iii) To monitor the communication strategy and relations with shareholders and investors, including small and medium shareholders.
- (iv) To monitor the corporate social responsibility strategy and practices and assess their degree of compliance.
- (v) To oversee and assess the processes of liaising with different stakeholders.
- (vi) To review the corporate responsibility policy of the Company, ensuring that it is aimed at creating value.

In particular, the Committee shall ensure that the policy of corporate responsibility identifies at least:

- The goals of its corporate social responsibility policy and the support instruments to be deployed.
- The corporate strategy with regard to sustainability, the environment and social issues.
- Concrete practices in matters relative to: shareholders, employees, customers, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of illegal conducts.
- The methods or systems for monitoring the results of the practices referred to above, and identifying and managing related risks.
- Mechanisms for oversight of non-financial risk, ethics and business conduct.
- Channels for stakeholder communication, participation and dialogue.
- Responsible communication practices that prevent the manipulation of information and protect the Company's honour and integrity.

The report which, if any, may be issued by the Committee on the Company's general policy of Corporate Social Responsibility, shall be developed using any of the internationally accepted methodologies, and shall be published on the website of the Company sufficiently in advance of the Ordinary General Shareholders' Meeting.

- b) To report to the Board of Directors on measures to be taken in the event of breach of these Board Regulations or the Internal Code of Conduct on matters relating to the securities markets on the part of Directors or other persons subject to those rules. In performing this duty, the

Appointments, Remuneration and Corporate Social Responsibility Committee shall work in conjunction with the Audit and Compliance Committee wherever appropriate.

- c) To prepare an Annual Report on the activities of the Appointments, Remuneration and Corporate Social Responsibility Committee, which will be published on the Company's website sufficiently in advance of the Ordinary General Meeting.
- d) To ensure that any conflicts of interest do not impair the independence of external advisers to the Committee in connection with the performance of its duties.

(vi) Other competences

- a) To spearhead, where appropriate, together with the Independent Leading Director, the annual evaluation of the performance of the Board and its Committees, and to provide the Board with the results of its assessment together with a proposal for an action plan or with recommendations to correct possible deficiencies detected or to improve performance.
- b) To design and organise periodic programmes to update Directors' knowledge.

EXPLANATORY NOTE ON SECTION D.2

Regarding dividends paid by Enagás to significant shareholders, excluding Directors, referred to in section D.2 of this Report, note:

On July 3, 2019, Enagás paid **BANK OF AMERICA CORPORATION** a final dividend for 2018 of 7,920 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 5,522 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 13,442 thousands of euros.

On July 3, 2019, Enagás paid **SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES ("SEPI")** a final dividend for 2018 of 10,958 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 7,639 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 18,598 thousands of euros.

On July 3, 2019, Enagás paid **BLACKROCK INC** a final dividend for 2018 of 7,416 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 5,171 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 12,587 thousands of euros.

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On July 3, 2019, Enagás paid **NORGES BANK** a final dividend for 2018 of 6,329 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 4,412 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 10,741 thousands of euros.

On July 3, 2019, Enagás paid **STATE STREET CORPORATION** a final dividend for 2018 of 6,592 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 4,595 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 11,187 thousands of euros.

EXPLANATORY NOTE ON SECTION D.3.-

Regarding dividends paid by Enagás to Directors who are significant shareholders, as referred to in section D.3 of this Report, note:

On July 3, 2019, Enagás paid **SOCIEDAD ESTATAL DE PARTICIPACIONES INDUSTRIALES ("SEPI")** a final dividend for 2018 of 10,958 thousands of euros, as approved by the General Shareholders' Meeting. Additionally, in December 2019, a 7,639 thousands of euros interim dividend against 2019 earnings was paid. Therefore, the total dividend paid stands at 18,598 thousands of euros.

EXPLANATORY NOTE ON SECTION D.4.-

The criteria used by Enagás for reporting information on significant operations carried out by the Company with other entities in the same group is as follows:

1. Significant operations with other entities in the Group shall be reported provided that they are not eliminated in the consolidation process.

2. Of the operations that are not eliminated in the consolidation process, a report shall be made of those that do not simultaneously meet the following three conditions:
 - a. Their amount does not exceed 1% of the company's annual revenues.

 - b. They are part of the company's ordinary traffic, with ordinary traffic understood to mean those activities related to transmission, storage and regasification.

 - c. They are carried out at prices or rated under normal market conditions.

EXPLANATORY NOTE ON SECTION D.5.-

The amount from related party transactions is obtained from the following breakdown:

Group entity	Related party	Category	Amount (€ thousand)
Enagás S.A.	Banco Santander, S.A.	Finance cost	6,938
Enagás Internacional, S.L.U.	Banco Santander, S.A.	Finance cost	4,732
Total finance cost, other related parties			11,670

Group entity	Related party	Category	Amount (€ thousand)
Enagás Internacional, S.L.U.	Banco Santander, S.A.	Financial income	11
Total finance revenue, other related parties			11

Group entity	Related party	Category	Amount (€ thousand)
Enagás S.A.	Banco Santander, S.A.	Guarantees	23,333
Total guarantees, related parties			23,333

Group entity	Related party	Category	Amount (€ thousand)
Enagás S.A.	Banco Santander, S.A.	Agent Services	15
Enagás S.A.	Banco Santander, S.A.	Vehicle rental	62
Enagás S.A.	Club Español de la Energía	Services received	51
Enagás S.A.	C.E.O.E.	Services received	36
Enagás S.A.	Fundación Aspen Institute España	Services received	2
Enagás S.A.	(SEPI)	Services received	17
Enagás S.A.	Thyssen-Bornemisza Collection Foundation	Services received	6
Enagás G.T.S., S.A.	Club Español de la Energía	Services received	3
Enagás Transporte S.A.U.	Banco Santander, S.A.	Vehicle rental	114
Enagás Transporte S.A.U.	Club Español de la Energía	Services received	1
Total services received, other related parties			304

Total transactions with other related parties	35,318
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Transactions with BANCO SANTANDER, S.A.

Financial expenses: In 2019, financial expenses payable to Banco Santander, S.A. amounted to **11,670 thousands of euros**, of which 6,938 thousands of euros is

payable by Enagás S.A. and 4,732 thousands of euros is payable by Enagás Internacional, S.L.U.

Financial income: In 2019, Enagás Internacional, S.L.U. received financial income from Banco Santander, S.A. amounting to **11 thousands of euros**.

Guarantees and sureties received: Guarantees extended by Banco Santander, S.A. in 2018 amounted to **23,333 thousands of euros**, all of which were granted to Enagás, S.A.

Services received: Enagás, S.A. incurred expenses of **77 thousands of euros**, as follows:

Services received from Banco Santander				
Category	Amount	Price policy	Payment terms	Guarantees
Vehicle hire	62	-	-	-
Agency commission	15	-	-	-

Services received: Enagás Transporte, S.A.U. incurred expenses of **114 thousands of euros**, broken down as follows:

Services received from Banco Santander				
Category	Amount	Price policy	Payment terms	Guarantees
Vehicle hire	114	-	-	-

Transactions with Club Español de la Energía-

Services received: Enagás, S.A. incurred expenses of 51 thousands of euros, as follows:

Services received from Club Español de la Energía				
Category	Amount	Price policy	Payment terms	Guarantees
Various services	51			

Services received: Enagás Transporte, S.A.U. incurred expenses of **1 thousands of euros**, broken down as follows:

Services received from Club Español de la Energía				
Category	Amount	Price policy	Payment terms	Guarantees

Various services	1	-	-	-
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Services received: Enagás G.T.S., S.A.U. incurred expenses of **3 thousands of euros**, broken down as follows:

Services received from Club Español de la Energía				
Category	Amount	Price policy	Payment terms	Guarantees
Various services	3	-	-	-

Transactions with C.E.O.E. -

Services received: Enagás, S.A. incurred expenses of **36 thousands of euros**, as follows:

Services received from CEOE				
Category	Amount	Price policy	Payment terms	Guarantees
Various services	36			

Transactions with Fundación Aspen Institute España-

Services received: Enagás, S.A. incurred expenses of **2 thousands of euros**, as follows:

Services received from Fundación Aspen Institute España				
Category	Amount	Price policy	Payment terms	Guarantees
Various services	2			

Transactions with Thyssen-Bornemisza Collection Foundation

Services received: Enagás, S.A. incurred expenses of **6 thousands of euros**, as follows:

Services received from Thyssen-Bornemisza Collection Foundation					
Category	Amount		Price policy	Payment terms	Guarantees
Various services	6				

Transactions with SEPI

Services received: Enagás, S.A. incurred expenses of **17 thousands of euros**, as follows:

Services received from SEPI				
Category	Amount	Price policy	Payment terms	Guarantees
Various services	17			

Annual Activity Report of the Audit and Compliance Committee

AUDIT AND COMPLIANCE
COMMITTEE
17/02/2020



Navigate this document by clicking
on the different sections in the index.



To return to the start, click on this button
on any page.

Table of contents

- 1** | Composition, attendance and operation **4**
- 2** | Regulation of the Audit and Compliance Committee **8**
- 3** | Activities of the Audit and Compliance Committee in 2019 **16**
- 4** | Evaluation of the Audit and Compliance Committee performance **24**
- 5** | Progress made in 2019 **26**

1

Composition, attendance and operation

On December 31, 2019, the composition of the Audit and Compliance Committee was as follows:



Chairwoman

Ms Isabel Tocino
Biscarolasaga
Independent



Member

Sociedad Estatal
de Participaciones
Industriales (SEPI),
represented by its Vice
President Mr Bartolomé
Lora Toro
Proprietary



Member

Ms Rosa Rodríguez
Díaz
Independent



Member

Mr Luis García del Río
Independent



Member

Mr Martí Parellada
Sabata
External



Secretary

Mr Rafael Piqueras
Bautista

In 2019, there were no changes in the composition of the Committee.

The Board of Directors has appointed the members of the Audit and Compliance Committee taking into account their knowledge, skills, as well as their experience in accounting, internal control auditing and risks. The composition of the Committee is therefore in accordance with the best practices of good corporate governance.

All the information on the Directors, including their work experience, is available on the Enagás corporate website.

Attendance

Pursuant to the provisions of the Audit and Compliance Committee Regulations, the Committee holds its meetings in accordance with an annual calendar, which includes at least four ordinary sessions.

Eight meetings were held during 2019: five regular committees and three preparatory ones.

All members of the Audit and Compliance Committee attended these meetings.

Committee operation

The Committee conducted its activity in 2019 in accordance with the best practices of corporate governance and the standard procedures set out in Technical Guide 3/2017 on Audit Committees at public-interest entities.



In accordance with the provisions of the corporate texts, the Audit and Compliance Committee was assisted by the Internal Audit Director, Ms Rosa Sánchez Bravo, in her duties as adviser to the Committee.

In addition, during 2019, at the invitation of the Chairwoman of the Committee, the Committee requested the presence of certain Company executives to discuss matters within their competence in accordance with the agenda. Specifically, it was attended by the Chief Executive Officer, Mr Marcelino Oreja Arburúa and the Financial General Manager of Enagás, Mr Borja García-Alarcón Altamirano. The Sustainability and Risk Director and the Compliance Director also attended meetings of the Committee when the latter addressed issues related to their functions.

Likewise, the representatives of the external auditor, Ernst & Young, S.L., attended the ordinary meetings of the Committee.

The documentation relative to each meeting, such as the agenda and the minutes from the previous meeting, were given to Committee members sufficiently in advance.

Ordinarily, after each Audit and Compliance Committee meeting the Chairwoman of the Committee reported to the Board of Directors in a meeting held the same day, with regard to the actions taken and matters addressed in each Committee meeting.

2

Regulation of the Audit and Compliance Committee



The Audit and Compliance Committee is governed by the provisions of applicable laws and regulations, the provisions contained in the Articles of Association, the Rules and Regulations for the Organisation and Functioning of the Board of Directors of Enagás, S.A., as well its Regulations of the Audit and Compliance Committee, dated on December 16, 2019.

These documents are available on the website.

The main duties of the Audit and Compliance Committee are summarised under the following basic categories:

2.1. Annual Accounts and other financial reports:

- i. Overseeing the preparation and presentation of any financial information on the Company and its Group, and checking compliance with regulatory requirements, the due definition of the consolidation scope and correct application of accounting principles, and, especially, to understand and monitor the efficiency of the Internal Control over Financial Reporting system (ICFR).

- ii. Examining the information on activities and results of the Company which is prepared and published periodically in accordance with the prevailing regulations relating to the securities markets, seeking to ensure transparency and exactness in the information.
- iii. Reporting to the Board of Directors on recommendations or comments it deems necessary on the application of accounting criteria, internal control systems and any other relevant matter, and in particular, to present recommendations or proposals to the Board of Directors aimed at safeguarding the integrity of the financial information.
- iv. Reporting to the Board of Directors with regard to the annual accounts and any other information that must be regularly disclosed, prior to their being drawn up.

2.2. External auditor

With regard to the appointment, re-election or replacement of the external auditor:

- i. Taking responsibility for the selection process, in accordance with the applicable regulations, and to this end must: define the procedure for selecting the auditor; and issue a

reasoned proposal containing at least two alternatives for the selection of the auditor, except in the case of re-election.

- ii. Reporting on the remuneration of external auditors and other contract conditions.
- iii. Proposing the appointment, re-election or replacement of the accounts auditor of the Enagás Group to the Board of Directors for presentation to the General Shareholders' meeting.

With regard to their independence:

- i. Establishing appropriate relations with the external auditor to receive information on any matters that may threaten its independence, in particular any discrepancies that may arise between the accounts auditor and Company management, for consideration by the Committee, and any others related to the process of implementation of the accounts audit, as well as any possible safeguards to be adopted.
- ii. Proceeding to authorisation of the services other than those prohibited, in accordance with applicable regulations, ensuring that the

Company and the external auditor respect the rules in force and the existing internal procedures.

- iii. Ensuring that the fees of the external auditor do not threaten their quality and independence, and are not based on any form of contingency, and establish an indicative limit on the fees that the auditor may receive annually for non-audit services.
- iv. Receiving the annual statement from the external auditor on their independence with respect to the Enagás Group or entities directly or indirectly related to it, in addition to detailed and individual information on additional services of any kind rendered to these entities, and the corresponding fees received, by the external auditor or by persons or entities related to it. All of this is in accordance with the provisions of the regulations governing the accounts auditing activity.
- v. Issuing an annual report, prior to the issue of the audit report, giving an opinion on whether the independence of the accounts auditors is compromised. This report shall in all cases include a reasoned assessment of each additional service rendered, as referred to in the



previous section, that could comprise the independence of the accounts auditor, considered separately and in their totality, other than statutory audits.

In relation to the audit process and other limited reviews of interim financial statements:

- i. Reviewing the contents of audit reports, reports on limited review of interim financial statements and other statutory reports required of the auditors of accounts prior to their issuance, in order to prevent qualifications.
- ii. Supervising the responses of senior management to its recommendations, and mediating and arbitrating in the event of any disagreement with regard to the principles and criteria applicable to the preparation of the financial statements.
- iii. Fostering and ensuring that the accounts auditor who audits the individual and/or consolidated annual accounts takes full responsibility for the audit report issued, even when the annual accounts of affiliates are audited by other accounts auditors.
- iv. Reporting to the General Shareholders' Meeting on the audit results, explaining that this process contributes to the reliability of the financial information, and on the role performed by the Committee in this process.
- v. Ensuring that the external auditor hold two meetings per year, half-yearly and at the end of the accounting period, with the Board of Directors in order to inform them of the work undertaken of the evolution of accounting positions and risks to the Company.
- vi. Conducting an annual evaluation of the auditor's performance and how it has contributed to the quality of the audit and the integrity of the financial reporting.

2.3. Internal Audit

- i. Overseeing the proper operation of internal audit and ensuring the independence of the Company's internal audit function, ensuring the provision of sufficient resources and suitably qualified personnel for the optimum performance of its duties.

- ii. Approving the Internal Audit Plan, their related work plans and the annual budget for this, ensuring that the activity focuses mainly on the most significant risks facing the Group.
 - iii. Supervising the internal audit services, receiving regular information on their activities and verifying that senior management takes their conclusions and recommendations into consideration.
 - iv. Yearly assessment of the internal audit function and the performance of the responsible person.
- particular, identify, manage and adequately quantify all material risks affecting the company.
 - iii. Evaluating the Company's risks and examining the analyses of risks that affect the activities of the Company.
 - iv. Reporting to the Board of Directors on any risks uncovered, with an assessment thereof, and any key issues concerning risks. In particular, it shall reassess, at least every year, the list of the most significant financial and non-financial risks and assess their tolerance level, proposing an adjustment of these to the Board, if necessary.

2.4. Risk control and management

- i. Overseeing the effectiveness of risk control and management systems in order to adequately mitigate risks with the framework of the Company's internal policy. Submitting recommendations or proposals to the Board of Directors to improve these systems along with the corresponding deadline for dealing with them.
- ii. Overseeing the risk control and management unit, which shall, among other functions, ensure the proper functioning of the risk control and management systems and, in

2.5. Competencies relating to legality

- i. Reporting to the Board of Directors prior to approval of the creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens, and any other transactions or operations of a similar nature that, by their nature, might impair transparency.
- ii. Reporting to the Board of Directors prior to transactions with related parties, pursuant to article 14 bis of the Board Regulations.



- iii. Preparing a report on related-party transactions, for posting on the Company's website, sufficiently in advance of the Ordinary Shareholders' Meeting.
 - iv. Receiving and analysing information on the tax-related criteria applied by the Company during the year, particularly with regard to the degree of compliance with corporate tax policy, prior to the preparation of the Annual Accounts.
 - iv. Assessing all matters relating to the non-financial risks of the Company, including operational, technological, legal, social, environmental, political and reputational.
 - v. Coordinating the process of reporting of non-financial information and diversity, in accordance with applicable legislation and international benchmarks.
 - vi. Supervising a whistle-blowing mechanism enabling employees to report, confidentially and anonymously, any potentially significant incidents they identify in the Company, particularly with regard to financial and accounting issues, while observing the personal data protection laws and the basic rights of the parties involved.
- 2.6. Corporate governance and non-financial reporting**
- i. Reporting in advance to the Board of Directors on operations involving structural and corporate modifications planned by the Company.
 - ii. Supervising compliance with the Internal Code of Conduct on matters relating to the securities markets in force at any given time, and with these Regulations.
 - iii. In fulfilling this duty, the Audit and Compliance Committee liaises with the Appointments, Remuneration and Corporate Social Responsibility Committee in relation to Directors' and Executives' compliance with the Code.
 - vii. Preparing this Annual Activity Report of the Audit and Compliance Committee that will form a part of the Annual Corporate Governance Report.
 - viii. Assisting with drafting the Annual Corporate Governance Report, especially in areas concerning information transparency and conflicts of interest.

2.7. Compliance

- i. Ensuring the independence of the compliance function.
- ii. Ensuring that the compliance function performs its mission and competences with regard to regulatory compliance and the prevention and correction of behaviour that is illegal or fraudulent or otherwise breaches the Enagás Code of Ethics.
- iii. Ensuring that the compliance function is provided with the necessary staff and material resources needed for the optimum performance of its duties.



3

Activities of the Audit and Compliance Committee during 2019



During 2019, the Audit and Compliance Committee effectively executed its schedule of actions, in accordance with the recommendations of the Technical Guide and the Good Governance Code of Listed Companies.

The most relevant activities conducted by the Audit and Compliance Committee in 2019 are summarised below.

With regard to Financial and Non-Financial Reporting

Information to the Board on the annual accounts of Enagás for 2018

In its meeting held on February 22, 2019, the Committee analysed and debated the 2018 annual accounts, reporting favourably on them to the Board of Directors, which proceeded to prepare the annual accounts for the year ending December 31, 2018 under the terms set out by the Committee.

The Committee also verified that the Non-Financial Information Statement, which is included in the Management Report of the Consolidated Annual Accounts, included all the reporting required by Law 11/2018, of December

28 on non-financial information and diversity, reporting in this regard to the Board of Directors.

Finally, the consolidated accounts for 2018, together with the Management Report, were approved by the General Shareholders' Meeting on March 29, 2019.

Oversight of Interim Financial Statements

Throughout 2019, in accordance with the recommendations on good governance, the Committee has reviewed the interim financial statements on the occasion of the quarterly and half-yearly closing, based on the reports provided by the Financial General Manager and the external auditor.

The Committee understands that this activity is of vital importance in maintaining strict control of the Company's accounts and to facilitate the issuance of an unqualified audit report at year-end.

As a result of its work, the Committee presented at its meetings in April and October 2019 reports to the Board of Directors regarding the interim economic and financial information of Enagás and the economic and financial information for the first quarter of 2019.

With regard to the new accounting standards the Finance Department regularly reported to the Audit and Compliance Committee on the process of implementing the new accounting standards: IFRS 16 on Leases, in force since January 1, 2019, and the main impacts of its application at that date.

Fiscal transparency report

On October 21, 2019, in compliance with the Code of Good Tax Practices, to which Enagás adheres, the Committee was informed by the Financial General Manager of the Annual Report on Tax Transparency, which describes mainly: the tax strategy, the main business lines, the corporate structure, the dividend policy, the financial situation of the Group, as well as other issues of special tax significance that occurred during the year.

This report was approved by the Board and submitted to the tax authorities (AEAT) on October 25, 2019.

Internal Control over Financial Reporting System (“ICFR”).

During 2019, the Committee monitored, through the information provided by the external auditor, internal auditor and the Finance Department, the effectiveness of the Internal Control System on Financial Reporting. Specifically, at the beginning

of 2019, the external auditor reported favourably on the Internal Control over Financial Reporting System (hereinafter “ICFR”), that the Company applies under the COSO 2013 guidelines and no significant weaknesses were detected.

During 2019, the Finance Department and the Internal Audit Department reported on the implementation of minor improvement recommendations detected in the 2018 ICFR certification.

Finally, on February 17, 2020, the accounts auditor informed the Audit and Compliance Committee that, in their opinion, the Group had an effective ICFR system in place in 2019. The Committee subsequently informed the Board of Directors of this certification, and of the non-existence of relevant recommendations.

Formulation and approval of the Enagás annual accounts for 2019

With regard to the approval of the 2019 annual accounts, the accounts auditor gave a favourable report to the Audit and Compliance Committee on February 17, 2020, leading to their subsequent preparation by the Board of Directors.

With regard to the consolidated Non-Financial Information Statement included in the Management Report of the Enagás Group for the 2019 financial year and the



Diagnostic Report on the Internal Control System for Non-Financial Information, the Committee reported favourably to the Board on February 17, 2020.

The 2019 consolidated accounts together with the management report will be presented to the General Shareholders' Meeting, which is expected to be held on April 2020.

Finally, the Committee verified that the published financial and non-financial information for 2019 was in line with the approved information.

3.1. With regard to the external auditor

External auditor re-election

On February 22, 2019, the Committee unanimously agreed to submit to the Board a proposal for the re-election of Ernst & Young, S.L., as accounts auditor of Enagás, S.A. and its consolidated group for a three-year period (2019-2021), which was finally ratified by the General Shareholders' Meeting on March 29, 2019.

The Committee also agreed to define a transition plan during 2020 in order to give an orderly exit to the partner currently signing the Group's accounts, which will rotate after the end of its fifth year in accordance with the Law 22/2015 on Auditing.

Account auditing

In accordance with the established agenda, the external auditor participated in the five ordinary meetings held by the Committee, and in the three meetings held in 2019 to prepare for the end of the accounting period, which has allowed the Committee to adequately perform its duty to serve as a communication channel between the Board of Directors and the external auditor. In addition, the external auditors reported to the Board of Directors in its meetings on two occasions: February 22, 2019 and July 29, 2019.

At the meetings held by the Committee in 2019, the external auditor provided detailed information on the planning and progress of their work.

On March 29, 2019 the Chairwoman of the Committee informed the General Shareholders' Meeting of the audit results, explaining that this process contributes to the reliability of the financial information, and on the role performed by the Committee in this process.

Analysis of the independence of the Accounts Auditor by the Audit and Compliance Committee

During the meetings held in 2019 the Committee reviewed and approved all the services provided by the external auditor, to check that they complied with the requirements established in the Regulations of the Audit and Compliance Committee, the Law 22/2015, on Auditing and in the procedure for the contracting and relations with external auditors.

At the meeting held on February 17, 2020, the external auditor delivered to the Audit and Compliance Committee their Accounts Auditor Independence Statement certifying fulfilment of the independence requisites set out in the applicable laws.

On February 17, 2020, the Audit and Compliance Committee issued the Accounts Auditor Independence Report in which a favourable opinion was expressed as to the independence of the external auditor. This report is available on the Internet.

By December 31, 2019, non-audit services accounted for 23% of total auditor fees.

3.2. With regard to the internal auditor

It supervised the Company's Internal Audit services, ensuring their independence and effectiveness throughout 2019.

At its meeting on January 21, 2019, the Committee evaluated and approved the Annual Internal Audit Plan and Budget for 2019, verifying how the plan covered the Company's most relevant risks and ensuring that the function had sufficient and adequate resources to carry out its duties.

Likewise, it carried out an evaluation of the performance of the duties and responsibilities assumed by both the Internal Audit Director and the internal audit function as a whole. The evaluation questionnaire assesses aspects such as the strategic positioning of the function, good governance and auditor independence, as well as performance in the execution of its duties through the year.

Finally, as of February 21, 2019, it was informed of the Annual Report on internal audit activity conducted in 2018.

At all meetings held during 2019, the Committee received regular information on the internal audit activity, allowing it to have exhaustive control over the recommendations obtained in its Audit Reports and verifying the degree



of progress of the Annual Plan and the degree of implementation of its recommendations by the areas.

The Committee informed the Board of Directors after each Audit and Compliance Committee meeting.

3.3. With regard to risk control and management

The Audit and Compliance Committee monitored the effectiveness of the risk control and management systems.

The Chief Executive Officer and the Sustainability and Risk Director informed the Committee about the status of the Company's risk control and management, as well as the level of compliance with the defined risk limits, at four of its five ordinary meetings.

Specifically, on February 21, 2019, the Risk Department submitted the results of the annual risk monitoring and measurement process, and set out certain improvements introduced in the risk control and management model in relation to the monitoring of risk appetite, incorporating certain risk indicators, KRIs, in relation to the operation: availability of the company's main industrial systems and cybersecurity.

Ongoing monitoring of the evolution of risks was conducted at the subsequent meetings held by the Committee.

The Committee informed the Board of Directors after each Audit and Compliance Committee meeting.

3.4. With regard to corporate governance

Annual Corporate Governance Report

The Committee reported favourably to the Board of Directors on the Annual Corporate Governance Report (ACGR) for 2018, dated February 22, 2019, and on the ACGR for 2019, dated February 17, 2020.

Related-party transactions

With regard to 2018, in accordance with the recommendations of the Good Governance Code of listed companies, the Audit and Compliance Committee prepared a report, dated February 21, 2019, on related-party transactions that was made available to shareholders at the time notice was given of the General Shareholders' Meeting to be held on March 29, 2019.

In this report, the Committee confirmed the company's compliance with securities market regulations on transactions with related parties. It also verified that all related-party transactions carried out during 2018 belonged to the company's ordinary business or traffic, were carried out under arm's length conditions and were approved by the company's Board of Directors.

In 2019, a related-party transaction that required approval by the Board of Directors, dated July 29, 2019, was carried out.

Finally, on February 17, 2020, the Audit and Compliance Committee prepared a Report on related-party transactions, which it will make available to shareholders at the time of the call to the General Shareholders' Meeting, which is expected to be held on April 2020.

3.5. With regard to Compliance

The Committee adopted the General Corruption Prevention Regulation on February 21, 2019, as well as the Anti-Fraud, Corruption and Bribery Policy. on April 23, 2019.

On February 21, 2019, it was informed of the actions of the Ethics Committee, the monitoring of initiatives included in the 2018 Sustainable Management Plan and the definition of initiatives in the Sustainable Management, Ethics and Compliance Plan for 2019.

Also in this report, as well as in the quarterly meetings held during 2019, the Committee was aware of the detail of the complaints received through the "Ethics Channel", although there were none of any appreciable relevance in the period.

The Committee approved the budget of the Compliance Department on February 21, 2019.

In accordance with article 20.2 of the Internal Code of Conduct, Secretary of the Board of Directors informed the Audit and Compliance Committee of the degree of compliance and incidents relating to the application of the Internal Code of Conduct (RIC) in matters of the securities market.

Finally, the Committee was informed about the Activity Report on a quarterly basis by the Director of Compliance.

3.6. With regard to the activity of the Audit and Compliance Committee

On February 22, 2019, the Committee approved the Annual Activity Report of the Committee for 2018, and reported to the Board on the same date. This report was made available to shareholders at the General Meeting.

On December 16, 2019, the Committee approved the updating of the Regulations governing the activity of the Audit and Compliance Committee, as well as the Board Regulations, in order to adapt them to the recommendations included in Technical Guide 3/2017 of the CNMV on Audit Committees of public-interest entities.



4

Evaluation of the performance of the Audit and Compliance Committee



Pursuant to the provisions of the Audit and Compliance Committee Regulations and the Technical Guide 3/2017 on Audit Committees at public-interest entities, the Board of Directors and the Audit and Compliance Committee underwent an evaluation of the quality and efficiency of the performance of their duties and competences in 2019 by an external consultant, taking as a frame of reference for its evaluation the applicable regulations and best practices in matters of corporate governance.

The result of this evaluation highlighted the fact that the Audit and Compliance Committee performs its duties in accordance with the best corporate governance practices. The results of this evaluation were approved by the Audit and Compliance Committee and the Board of Directors on February 17, 2020.

5 |

Progress made in 2019



In line with the recommendations contained in Technical Guide 3/2017 for Audit and Compliance Committees, the following actions were carried out in 2019:

- Updating of the Committee's Regulations, to adapt them to the recommendations on good governance and the Technical Guide 3/2017.
- An increase in the number and duration of meetings held by the Committee.

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

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INDEPENDENT ASSURANCE REPORT ON THE "INFORMATION REGARDING THE INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) SYSTEM"

Translation of a report and financial statements originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the shareholders of ENAGÁS S.A.:

Scope of the work

We have examined the accompanying information on the Internal Control over Financial Reporting (ICFR) system of ENAGÁS S.A. and subsidiaries (the "Group") contained in Section F of the Annual Corporate Governance Report for the year ended December 31, 2019.

The objective of this system is to contribute to the faithful representation of the transactions performed and to the provision of reasonable assurance in relation to the prevention or detection of any errors that might have a material effect of the consolidated financial statements.

The aforementioned system is based on the rules and policies defined by the Boards of Directors of ENAGÁS, S.A. in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework (2013) report.

A system of internal control over financial reporting is a process designed to provide reasonable assurance on the reliability of financial information in accordance with the accounting principles and standards applicable to it. A system of internal control over financial reporting includes policies and procedures that: (i) enable the records reflecting the transactions performed to be kept accurately and with a reasonable level of detail, (ii) guarantee that these transactions are performed only in accordance with the authorizations established; (iii) provide reasonable assurance that transactions are recognized appropriately to enable the preparation of the financial information in accordance with the accounting principles and standards applicable to it; and (iv) provide reasonable assurance in relation to the prevention or timely detection of unauthorized acquisition, use or sale of the company's assets that could have a material effect on the financial information. In view of the limitations inherent to any system of internal control over financial reporting, certain errors, irregularities or fraud might not be detected. Also, the projection to future periods of an evaluation of internal control is subject to risks, including the risk that internal control may be rendered inadequate as a result of future changes in the applicable conditions or that there may be a reduction in the future of the degree of compliance with the policies or procedures established.

Directors' Responsibility

The Directors of ENAGÁS, S.A. are responsible for maintaining the System of Internal Control over Financial Reporting included in the consolidated financial statements and for evaluating its effectiveness.

Our responsibility

Our responsibility is to issue an independent assurance report on the effectiveness of the System of Internal Control over Financial Reporting (ICFR) based on the work performed by us.

Our work includes an evaluation of the effectiveness of the system of ICFR in relation to the financial information contained in the ENAGÁS' Group consolidated financial statements as at December 31, 2019, prepared in accordance with International Financial Reporting Standards as adopted by the European Union and the other provisions of the regulatory financial reporting framework applicable to the Group.

We have carried out our reasonable assurance work in accordance with the requirements established by the International Standard on Assurance Engagements (ISAE) 3000 revised, "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC).

Reasonable assurance work includes comprehension of internal control over financial information contained in the financial statements; risk evaluation regarding possible material errors within them; tests and evaluations on design and daily effectiveness of the system and the use of any other procedures we considered necessary. We consider that our audit provides a reasonable basis for our opinion.

Independence and quality control

We have complied with the independence and other Code of Ethics requirements for accounting professionals issued by the International Ethics Standards Board for Accountants (IESBA), which are based on the fundamental principles of integrity, objectivity, professional competence, due care, confidentiality and professional behavior.

Our Firm applies the International Standard on Quality Control No 1 (ISQC 1) and therefore maintains a global system of quality control, which includes documented policies and procedures in relation to compliance with ethical requirements, professional standards and applicable legislation.

Conclusion

In our opinion, at December 31, 2019, the Group had, in all material respects, an effective System of Internal Control over Financial Reporting contained in its consolidated financial statements, and this internal control system is based on the rules and policies defined by the Board of Directors of ENAGÁS, S.A. in accordance with the guidelines established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework (2013) report. Also, the disclosures contained in section F of the Annual Corporate Governance Report at December 31, 2019 comply, in all material respects, with the requirements established by the Corporate Enterprises Act, the ECC Order /461/2013, of March 20, Circular 7/2015, of December 22, which amends Circular 5/2013, of June 12, of the Spanish National Securities Market Commission (CNMV) and Circular 2/2018, of June 12, of the Spanish National Securities Market Commission.



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Other matters

This report can under no circumstances be considered an audit report carried out in accordance with prevailing audit regulations in Spain.

Nevertheless, in accordance with prevailing audit regulations in Spain, we have audited the consolidated financial statements of Enagás, S.A. and subsidiaries for the year ended December 31, 2019, prepared by the directors in accordance with the International Financial Reporting Standards as adopted by the European Union, and other financial reporting framework provisions applicable to the Enagás Group in Spain and our report issued on February 21, 2020 on the consolidated financial statements expressed an unqualified opinion.

ERNST & YOUNG, S.L.

A handwritten signature in black ink, appearing to read 'David Ruiz-Roso Moyano', written over a horizontal line.

David Ruiz-Roso Moyano

February 21, 2020

INDEPENDENT ASSURANCE REPORT ON THE "INFORMATION REGARDING THE ANNUAL CORPORATE GOVERNANCE REPORT"

Translation of a report and consolidated financial statements originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails.

To the shareholders of ENAGÁS, S.A.:

Scope of the work

We have examined with the scope of a reasonable assurance engagement the Annual Corporate Governance Report for 2019 of ENAGÁS, S.A. prepared in accordance with article 540 of the Corporate Enterprises Act, ECC order /461/2013 of March 20, Circular 7/2015, of December 22, of the Spanish National Securities Market Commission (CNMV), which amends Circular 5/2013, of June 12 and Circular 2/2018 of June 12 of the Spanish National Securities Market Commission.

Responsibility of the Board of Directors

The directors of ENAGÁS, S.A. are responsible for the preparation, content, and presentation of the accompanying Annual Corporate Governance Report. This responsibility includes designing, implementing, and maintaining the internal control deemed necessary to ensure that the Annual Corporate Governance Report is free of material misstatement due to fraud or error.

The directors of ENAGÁS, S.A., are also responsible for defining, implementing, adapting, and maintaining management systems through which the information needed for the preparation of the Annual Corporate Governance Report is obtained.

Our responsibility

Our responsibility is to issue an independent reasonable assurance report on the Annual Corporate Governance Report based on the work performed by us.

We have carried out our reasonable assurance work in accordance with the requirements established by the International Standard on Assurance Engagements (ISAE) 3000 revised, "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC).

Reasonable assurance work includes comprehension of the Annual Corporate Governance Report contained in the financial statements; risk evaluation regarding possible material errors within it; tests and evaluations on design and the use of any other procedures we considered necessary. We consider that our audit provides a reasonable basis for our opinion.

For those recommendations of the Unified Good Corporate Governance Code that have not been implemented by the Company, the Directors of ENAGÁS, S.A. offer the explanations that they consider appropriate. In relation to said explanations, we have verified that the assertions contained in the Annual Corporate Governance Report do not contradict the evidence obtained from the application of the procedures described above.

Also, as regards the system of Internal Control over Financial Reporting (ICFR) (see section F of the accompanying Annual Corporate Governance Report), we verified the existence of the corresponding report issued by the Company's auditor. That report stated that the work was performed in accordance with the requirements established in International Standard on Assurance Engagements (ISAE) 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) for the issuance of reasonable assurance reports.

Independence and quality control

We have complied with the independence and other Code of Ethics requirements for accounting professionals issued by the International Ethics Standards Board for Accountants (IESBA), which are based on the fundamental principles of integrity, objectivity, professional competence, due care, confidentiality, and professional behavior.

Our Firm applies the International Standard on Quality Control No 1 (ISQC 1) and therefore maintains a global system of quality control, which includes documented policies and procedures in relation to compliance with ethical requirements, professional standards and applicable legislation.

Conclusion

In our opinion, the content of the accompanying Annual Corporate Governance Report for the year ended December 31, 2019 of ENAGÁS, S.A. has been prepared, in all material respects, in accordance with article 540 of the Corporate Enterprises Act, ECC order /461/2013 of March 20, Circular 7/2015, of December 22, of the Spanish National Securities Market Commission (CNMV), which amends Circular 5/2013, of June 12 and Circular 2/2018 of June 12 of the Spanish National Securities Market Commission.

Other matters

This report can under no circumstances be considered an audit report carried out in accordance with prevailing audit regulations in Spain.

ERNST & YOUNG, S.L.



David Ruiz-Roso Moyano

February 21, 2020