



Pursuant to Article 227 of the Consolidated Text of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October, and related provisions, Enagás, S.A. hereby discloses the following

OTHER RELEVANT INFORMATION

The Enagás, S.A. General Shareholders' Meeting held on 30 June 2020 approved all the proposed resolutions laid by the Board of Directors.

The General Shareholders' Meeting resolved to re-elect Sociedad Estatal de Participaciones Industriales as Proprietary Director for the statutory four-year period. Furthermore, the General Shareholders' Meeting appointed Mr. José Blanco López, Mr. José Montilla Aguilera and Mr. Cristóbal José Gallego Castillo as Independent Directors.

After these appointments the Board increases its percentage of Independent Directors. Of the sixteen members of the Board of Directors, eleven will be Independent Directors.

QUORUM

The Ordinary General Meeting of Enagás, S.A., held on 30 June 2020 at the adjourned date and time specified in the Notice of Meeting, was constituted with the following quorum:

Share capital	392,985,111.00€
Eligible shares	261,990,074

Shareholders	Number of shareholders	Number of shares	% of total share Capital
1. Present:	574	14,727,205	5.6213%
1.1 Telematic attendance	5	352	0.0001%
1.2 Attending using remote means	569	14,726,853	5.6211%
2. Represented by	1,769	111,474,934	42.5493%
TOTAL	2,343	126,202,139	48.1706%

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

RESOLUTION 1º

“To examine, and, if appropriate, approve the Annual Accounts (balance sheet, income statement, statement of changes in equity, cash flow statement and notes to the annual accounts) and Consolidated directors' report of Enagás S.A. and its Consolidated Group for the financial year starting on 1 January and closing on 31 December 2019.”

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
120,678,642	99.766	51,147	0.042	232,548	0.192	126,202,139

RESOLUTION 2º

“To approve the consolidated statement of non-financial reporting included in the Management Report of the Enagás Group for the 2019 financial year”.

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
120,845,529	99.903	60,429	0.050	56,379	0.047	126,202,139

RESOLUTION 3º

“To approve the appropriation of Enagás, S.A.'s net income for the 2019 financial year, which amounted to net profit of **403,199,330.35 euros**, in line with the following distribution proposal prepared by the Board of Directors:

- (i) Allocating an amount of **6,976,744.20 euros** to the voluntary reserve;
- (ii) Payment of a dividend which was already wholly paid as an interim dividend by virtue of the Board of Directors' resolution of December 16, 2019, which is ratified for all that may be necessary, paid to shareholders on December 23, 2019, and which amounted to **0.64 euros** gross per entitled share, making a total of **152,468,680.96 euros**;

- (iii) Payment of a final dividend of **0.9304** euros gross per entitled share; the applicable taxes will be deducted from this amount. The total amount to be distributed for the whole of the 261,990,074 shares issued at this date would amount to **243,753,905.19** euros.

The final dividend will be paid on **09 July 2019.**"

The following table summarises the distribution of profit.

Distribution	Euros
Legal reserve	6,976,744.20
To Dividends:	
Interim dividend	152,468,680.96
Final dividend	243,753,905.19
Total results	
	403,199,330.35

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
119,343,662	98.662	1,524,406	1.260	94,269	0.078	126,202,139

RESOLUTION 4°

"To distribute an extraordinary dividend, charged to unrestricted reserves, for a maximum amount of 7,756,565.85 euros among all the 261,990,074 shares issued at this date, equivalent to 0.0296 euros gross per share entitled to receive it, from which the legally applicable taxes will be deducted.

The final dividend will be paid on **July 9, 2020.**

Therefore, the payment to be made on July 9, 2020 amounts to a gross amount of 0.96 euros per share entitled to receive them, corresponding to the sum of the supplementary dividend and the extraordinary dividend.

Likewise, together the interim dividend, the additional dividend and the final gross dividend add up to a total of **1.60** euros per entitled share."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
119,880,328	99.106	1,010,581	0.835	71,428	0.059	126,202,139

RESOLUTION 5º

"To approve the performance of the Board of Directors of Enagás, S.A. in the 2019 financial year."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
118,920,715	98.313	1,679,401	1.388	362,221	0.299	126,202,139

RESOLUTION 6º

"6.1.- Amendment of Article 27 ("Attendance at Meetings, Proxies and Voting") to provide for attendance at the Meeting by telematic means, the full text of which would read as follows:

"ARTICLE 27. – ATTENDANCE, PROXIES AND VOTING AT GENERAL MEETINGS.

Shareholders owning shares, registered at least five days prior to the date scheduled for the General Meeting with the corresponding registers of any of the entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores [securities clearing and settlement entity], or the entity replacing it in the future, may attend and vote at General Meetings.

Without prejudice to the foregoing, shareholders may not exercise the voting rights corresponding to their shares concerning the adoption of a resolution where one of the grounds for a conflict of interest exists according to Article 190.1 of the Consolidated Text of the Corporate Enterprise Act.

Any shareholder having attendance and voting rights under this Article may exercise such rights to vote on motions on the business on the Agenda at any class of General Meeting by attending such a Meeting and voting in person or by post, by recognised electronic signature or other electronic means, or by any other medium of remote communication satisfying the requirements prescribed by laws and regulations, provided that the identity of the person exercising voting rights and the security of electronic communications are properly assured.

The General Shareholders' Meeting Rules and Regulations may govern remote exercising of said rights, including in particular any or all of the following forms:

- a) Real-time streaming of the General Shareholders' Meeting.

b) The remote attendance at the Meeting by telematic and simultaneous means and remote voting by telematic means during the meeting, subject to the requirements provided for.

In this case, the Regulations of the Meeting may empower the Board of Directors to determine when, in view of the state of the art, the circumstances and the safety conditions, such attendance and telematic voting is permitted. The Regulations of the Meeting may also empower the Board of Directors to regulate all necessary procedural aspects.

c) Real-time bi-directional communication to allow shareholders to address the General Shareholders' Meeting from other locations.

d) A mechanism to exercise votes prior to or during the General Shareholders' Meeting, without having to appoint a representative physically present at the meeting.

A shareholder assisting or casting his/her votes remotely shall for the purposes of constitution of any General Meeting count as being present.

A shareholder having attendance rights may have himself/herself represented by proxy at a General Meeting by another person, who need not be a shareholder. Proxies must be conferred in writing, by post, a recognised electronic signature, or any of the other legally permitted electronic or remote communication methods. The identity of the representative must be duly guaranteed, and shall be valid only for the particular Meeting in question.

The provisions of the foregoing paragraph will likewise be applicable to notification of the proxy to the Company, and revocation of the appointment. The Company will establish the system for electronic notification of the appointment with the formal requisites provided to ensure the identification of the shareholder and the designated proxy or proxies.

If the represented shareholder has issued voting instructions, their proxy holder shall cast the shareholder's vote in accordance with said instructions and shall be bound to safeguard the instructions for one year starting from the date of the Meeting that is being called.

The proxy may represent more than one shareholder, and there are no restrictions on the number of shareholders that can be represented. When a proxy represents various shareholders, the proxy may vote in more than one direction based on the instructions of each shareholder. In all cases, the number of shares represented shall be counted towards the valid constitution of the Meeting.

Before their appointment, the proxy holder must inform the shareholder in detail if there is any conflict of interest, in accordance with the provisions of Article 523 of the Corporate Enterprises Act. If the conflict arises after the appointment and the proxy holder had not advised the represented shareholder of the possible existence thereof, the proxy holder must inform the shareholder immediately. In both cases, if the proxy holder does not receive new precise voting instructions for each of the matters upon which the proxy holder must vote on behalf of the shareholder, the proxy holder must abstain from casting a vote.

Entities appearing as legitimated shareholders according to the accounting records but acting on behalf of different persons, may in all cases split the voting rights and exercise them in opposing ways in adherence to divergent voting instructions, should they have received such.

These intermediary entities may grant proxy to each of the indirect shareholders or to third-parties designated by same, with no restrictions placed on the number of proxies granted.

In the event of a public call for proxies, Articles 186 and 526 of the Corporate Enterprises Act shall apply.

Proxy representation conferred shall be revocable at any time, and the principal's attendance at the Meeting in person shall be equivalent to revocation.

The Rules and Regulations of the General Meeting shall elaborate on the methods and requirements for the due exercise of attendance, voting and representation rights, as well as on the procedures set up for those purposes.

Subject to the relevant provisions of the Rules and Regulations of the General Meeting, and at all events in fulfilment of statutory requirements, the Board of Directors shall be competent to determine the time as from which shareholders may cast their votes or grant proxies by electronic or other remote communication means, having regard to the state of the art of the technical means required."

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
120,870,692	99.924	22,444	0.019	69,201	0.057	126,202,139

"6.2.- Amendment of Article 35 ("Composition of the Board") to increase the maximum number of members of the Board of Directors to 16, the full text of which is as follows:

"ARTICLE 35. – COMPOSITION OF THE BOARD.

The Company shall be governed and managed by the Board of Directors, which shall represent the Company collegiately, both in and out of court. Its representation shall extend, without any limitation of power, to all acts embodied in the corporate purpose.

The Board of Directors shall be composed of a minimum of 6 members and a maximum of 16, appointed by the General Meeting.

Directors shall be elected by vote. For this purpose, shares that are voluntarily pooled to constitute an amount of share capital that is equal to or greater than the result of dividing the latter by the number of Directors, shall be entitled to appoint a number of Directors equal to the integer number resulting from that proportion. If this power is exercised, the shares pooled in this fashion shall not take part in the voting for the appointment of the remaining Directors.

A Director need not be a shareholder, may step down from office, may have his appointment revoked, and may be re-elected on one or more occasions.

Appointment as Director shall take effect upon acceptance of the post.

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 5 (five)

companies whose shares are admitted to trading on national or foreign markets.

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."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
101,898,525	84.240	19,015,837	15.720	47,975	0.040	126,202,139

"6.3.- Amendment of Article 39 ("Board Meetings") to provide for attendance at Board meetings by telematic means, the full text of which would read as follows:

"ARTICLE 39. – MEETINGS OF THE BOARD OF DIRECTORS.

The Board of Directors shall meet at least once every two months, and, in addition, whenever convened by the Chairperson or upon requisition by a majority of Directors.

Meetings shall ordinarily be held at the registered office, but may also be held elsewhere and by any means that the Chairperson may determine. Such a venue or manner of holding of the meeting must be specified in the notice of meeting.

A meeting shall be convened, by any channel, by the Chairperson, stating the venue of the meeting and the business to be transacted. 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 Chairperson to convene the meeting, and the meeting has not been called within one month without reasonable cause.

However, a meeting of the Board of Directors shall be valid without need of prior notice if, all Directors being present, the Directors unanimously decide to hold a session.

Except in cases of where the meeting of the Board is constituted or convened exceptionally on account of urgent circumstances, the Directors must have the requisite information at their disposal sufficiently in advance to be able to deliberate and adopt resolutions on the business to be transacted at the meeting. The Chairperson of the Board in collaboration with the Secretary shall ensure that this obligation to provide information is fulfilled.

The Board of Directors' meeting 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.

Board of Directors meetings held by videoconference or multiple teleconference shall be valid provided that the directors have the necessary means to enable them to be recognised and identified, to communicate permanently with each other and to intervene and cast their votes in real time. The minutes of the Board of Directors and the certification of these resolutions shall include a record of the directors who

have used this system and who shall be considered present. In this case, the meeting of the Board of Directors shall be deemed a single meeting held at the registered office

Resolutions shall be passed by an absolute majority of the Directors present at the session.

Votes may be cast in writing and in the absence of a meeting if no Director objects to such procedure".

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
120,849,850	99.907	46,090	0.038	66,397	0.055	126,202,139

"6.4.- Amendment of Article 44 ("Audit and Compliance Committee") to increase the maximum number of members of the Audit and Compliance Committee to seven, the full text of which is as follows:

"ARTICLE 44.- AUDIT AND COMPLIANCE COMMITTEE.

There shall be an Audit and Compliance Committee within the Board of Directors and it shall comprise at least three and no more than seven Directors, to be appointed by the Board having particular regard to their expertise and experience in accounting, auditing or risk management. No Executive Director may sit on this Committee.

Overall, the members of the Audit and Compliance Committee shall have the pertinent technical knowledge of the gas industry.

The majority of the Committee must be independent and will be appointed in light of their knowledge and track record in matters of accountancy, auditing, or both. The Committee Chair shall be selected from among the Independent Directors by the Board of Directors and shall not have the casting vote. The Chairperson must be replaced every four years, and may be re-elected after the lapse of one year from their departure from office.

The Audit and Compliance Committee shall possess functions and competences in the following areas, in addition to those that may be attributed to it in the Articles of Association or the Regulations of the Board of Directors:

- To inform the General Shareholders' Meeting on issues raised in the areas that lie within the Committee's competence and, in particular, about the audit result, explaining how it has contributed to the integrity of the financial reporting and the Committee's function during the process.
- To oversee the effectiveness of the internal control of the Company and its Group, internal auditing and risk management, as well as discussing with the auditors any significant weaknesses in the internal control system identified during the course of the audit without impinging on its independence. For such purposes and, where applicable, they can submit recommendations or proposals to the Board of Directors and the corresponding deadline for dealing with them.

- To oversee the process of preparation and presentation of statutory financial reporting and submit recommendations or proposals to the Board of Directors aimed at safeguarding its integrity.
- To submit to the Board of Directors proposals for the selection, appointment, re-election and replacement of the auditor, being responsible for the selection process, in accordance with the provisions of the applicable regulations, as well as the conditions of their recruitment and regularly collecting information on them the audit plan and its execution, in addition to preserving its independence in the exercise of its functions.
- To liaise with the External Auditor to obtain information on any issues that could compromise the latter's independence for review by the Committee or any other subjects related to the audit process and, where applicable, the authorisation of the services other than those forbidden, under the terms envisaged in the applicable regulations, and any other disclosures envisaged in the audit regulations and audit standards. In all cases, on an annual basis, the Audit Committee shall receive from the auditors written confirmation of their independence vis-à-vis the company or entities related to it directly or indirectly, in addition to detailed and individual information on additional services of any kind rendered to these entities by the aforementioned auditors or persons or entities related to them in conformity with the provisions of auditing legislation.
- To issue annually, prior to the issuance of the Audit Report, a report expressing an opinion on whether the independence of the auditors or audit companies is compromised. This report shall in all cases include an assessment of the additional services provided, as referred to in the previous section, considered separately and in their totality, that consists of services other than statutory audits and how they relate to the requirement of independence or to the audit regulations.
- To keep the Board of Directors informed, in advance, on all items provided for in the law, the Articles of Association and the Regulations of the Board of Directors, in particular, in relation to:
 - 1 the financial information that the Company must periodically publish,
 - 2 the creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens and
 - 3 related party transactions.

The meetings of this Committee shall be called by its Chairperson and shall be held at least four times a year. The Company's External Auditor may attend Committee meetings and the Finance Director, head of the Enagás Internal Audit Unit, or any other senior manager of the Company or Group that the Committee deems appropriate, may also be asked to give account at meetings. The Committee may obtain support and assistance from the aforesaid Executives in the performance of its duties."

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
120,253,196	99.414	578,798	0.478	130,343	0.108	126,202,139

"6.5.- Amendment of Article 45 ("Appointments, Remuneration and Corporate Social Responsibility Committee"), which shall be renamed "Sustainability, Appointments and Remuneration Committee" in order to increase the maximum number of members to seven, in addition to changing its name. And, accordingly, amendment of Articles 22 ("Call to Meeting") and 37 ("Posts") to adapt the references to this Committee to its new name, the full text of which is now as follows:

"ARTICLE 22. - CONVENING THE GENERAL SHAREHOLDERS' MEETING.

The General Shareholder Meeting must be convened by public announcement in the following media at least: (a) by the placing of a notice in the Boletín Oficial del Registro Mercantil [Spanish Official Gazette of the Registrar of Companies] or in a daily newspaper with one of the broadest circulations in Spain; (b) the website of the CNMV, the Spanish securities market regulator; and (c) on the Company's website. An announcement published on the Company's website shall remain accessible via the same at least until the General Shareholders' Meeting is held. The Board of Directors may decide to publicise the convening of the Meeting in any other media that it might see fit, to provide greater publicity for the meeting.

Notices convening General Meetings shall be issued at least one month prior to the date of the event. Notwithstanding the foregoing, when the Company offers shareholders the real possibility of voting by electronic means accessible to all shareholders, Extraordinary Shareholders' Meetings may be convened with minimum notice of fifteen days. The reduction of the required convening notice period shall require an express resolution adopted at a General Shareholders' Meeting by at least two thirds of subscribed capital with voting rights. This resolution shall not be valid beyond the date on which the subsequent meeting is held.

The Notice of Meeting shall state the name of the Company, the original date and time scheduled for the meeting on first call, as well as its Agenda, listing all business to be transacted at the meeting, the position of the person or persons executing the call and, the date the shareholder must have their name registered to participate and vote at the General Shareholders' Meeting, the place where and format in which the complete text of the documents and proposed resolutions can be obtained, and the address of the Company website where the information will be made available. It shall also state the date on which, if applicable, the Meeting shall be held upon second call.

There must be a difference of at least 24 hours between the first and second Meeting times.

Furthermore, the notice shall contain clear and exact information on the formalities that the shareholder must complete in order to take part and register their vote at the General Shareholders' Meeting, in particular the following information:

- a) The right to request information, to include points in the Agenda and to submit resolution proposals, as well as the deadline to exercise their rights. Whenever it is stated that further information on said rights can be found on the website, the notice may be limited to stating the deadline for exercising rights.
- b) The system for issuing votes by proxy, with particular mention of the forms that must be used to delegate votes and the media that must be used for the Company to accept notification of delegated representation by electronic means.

- c) The procedures established for remote voting, whether by post or electronic means.

The convening notice must state the right of shareholders to freely and immediately access at the registered office those documents that must be subjected to the approval of the same and the Auditor's Report.

From the moment the convening is announced and up until the General Meeting is held, the following information must be continuously posted on the Company's website:

- a) The convening notice.
- b) The total number of shares and voting rights on the date of the convening, broken down by share categories if any.
- c) The documents that will be presented at the General Meeting, in particular the management, auditor and independent expert reports.
- d) The full texts of the proposed resolutions detailing each and every item on the Agenda, or where items merely for informative purposes are concerned, a report from the competent bodies detailing each such item. As they are received, resolutions proposed by shareholders will also be included.
- e) In the case of appointment, ratification or re-election of the members of the Board of Directors, the identity, curriculum vitae and category to which each belongs, along with the proposal, the Board's report in justification of the proposal containing an appraisal of the competence, experience and merits of the proposed candidate and the report of the Sustainability, Appointments and Remuneration Committee in the case of the appointment or re- election of a Non-independent Director. In the case of a legal person, the information must include that pertaining to the natural person to be appointed to exercise the functions of the post on a permanent basis.
- f) The forms that must be used for vote by proxy and remote voting, except when sent directly by the Company to each shareholder. If for technical reasons these cannot be posted on the website, the Company must indicate on the website information on how to obtain hard copies of these forms and must send them to any shareholder that requests them.

Shareholders that represent at least three percent of share capital may request that a supplement to the convening notice for the General Shareholders' Meeting be published, on which one or more items are added to the Agenda, provided that the new points are accompanied with their justification or, if applicable, a justified resolution proposal. In no case may said right be exercised for the convening of Extraordinary Shareholder's Meetings. In order to exercise this right, shareholders must submit their request by means of a certified notification which must be received at the registered office of the Company within the five days following the publication of the notice of the Meeting. Any such supplement to the notice of Meeting shall be published at least fifteen days in advance of the scheduled date of the General Meeting. Failure to publish the supplement to the notice of meeting by the legally established deadline shall render the Meeting void.

Shareholders representing at least three percent of the share capital may, within the time limit and in the manner indicated in the foregoing paragraph, present well-founded proposals for resolutions on matters already included or that should be included on the Meeting's Agenda. The Company will ensure that these

proposed resolutions and any attached documentation reach the rest of the shareholders, in accordance with the provisions of section d) of the seventh paragraph of this Article".

"ARTICLE 37.- POSTS.

The Board of Directors shall appoint its Chairperson pursuant to the report of the Sustainability, Appointments and Remuneration Committee. The appointment as Chairperson of an Executive Director shall require the favourable vote of two-thirds of the members of the Board.

The Board of Directors may appoint an Independent Director, on the proposal of the Sustainability, Appointments and Remuneration Committee, to perform the following duties, under the title of Lead Independent Director:

- a) To request the Chairperson of the Board of Directors to convene that body when said Lead Independent Director deems it appropriate.
- b) To request that items be included on the Agenda of the meetings of the Board of Directors.
- c) To coordinate and convene the Non-Executive Directors.
- d) To oversee the Board's evaluation of its Chairperson and, where appropriate, the Chief Executive Officer.
- e) To perform as a Vice-chairperson the functions of the Chairperson as regards the Board of Directors, if the Chairperson is absent, ill or unable to act as Chairperson for whatever reason. In the absence of a Lead Independent Director, for the purposes of this section the most senior Director in age shall act as Chairperson.

The appointment of a Lead Independent Director shall be obligatory if the Chairperson of the Board is an Executive Director. In such cases the Lead Independent Director shall be appointed by the Board with the Executive Directors abstaining from the vote.

The Chairperson and the Secretary to the Board of Directors and the Deputy Secretary, if applicable, if re-elected to the Board by a resolution of the General Meeting, shall continue to perform the offices hitherto held on the Board without need of being freshly elected, subject to the power of revocation of such offices that rests with the Board of Directors."

"ARTICLE 45. SUSTAINABILITY, APPOINTMENTS AND REMUNERATION COMMITTEE.

The Board of Directors shall appoint from among its members a Sustainability, Appointments and Remuneration Committee that shall be comprised of a minimum of three and a maximum of seven Directors. A majority of Committee members must be Independent Directors and no Executive Directors may be included among its members. The Committee Chairperson shall be selected from among the Independent Directors by the Board of Directors, and shall not have the casting vote.

The Committee shall possess functions and competences in the following areas, in addition to those that may be attributed to it in the Articles of Association or the Rules and Regulations of the Board of Directors:

- a) To evaluates the competences, knowledge and experience needed on the Board of Directors. To this end, it shall determine the functions and skills 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.
- b) To establish a goal concerning the representation of the less-represented gender on the Board of Directors and to prepare guidelines on how this goal can be attained.
- c) 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.
- d) 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.
- e) To report on proposed appointments and removals of senior management and the basic terms of their contracts.
- f) To examine and organise the succession of the Company's Chairperson of the Board of Directors and CEO and, if appropriate, to make proposals to the Board to ensure the succession is smooth and well-planned.
- g) To propose to the Board of Directors a policy of remuneration of Directors and general managers or those who perform senior management functions and report directly to the Board of Directors, to executive committees or Executive Directors, along with individual remuneration and other terms of Executive Directors' contracts, ensure that said policy is abided by.
- h) To report to the Board on general policy concerning Sustainability and Good 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 do this, the Committee may submit to the Board the initiatives and proposals it deems appropriate and shall report on the proposals submitted to the Board and on the information the Company releases to shareholders annually regarding these issues.

The Committee shall meet at least four times a year, with meetings being called by the 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.

The Board of Directors can resolve to separate the Sustainability, Appointments and Remuneration Committee into a Remuneration Committee and a Sustainability and Appointments Committee, sharing out their functions and powers envisaged in this Article 45 depending on the subjects and governed by the rules of composition, organisation and functioning established in the Board of Directors Regulation in accordance with these Articles of Association and the applicable regulations."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
119,261,816	98.594	1,581,705	1.308	118,816	0.098	126,202,139

"6.6.- Introduction of a new article 53.Bis ("Dividend in Kind") to expressly provide for the possibility of distributing this type of dividend, the full text of which would read as follows:

"ARTICLE 53 BIS. DIVIDEND IN KIND

Dividends and interim dividend amounts may be paid in full or in part in kind, provided that: (i) the goods or securities to be distributed are homogeneous; (ii) they are admitted to trading on an official market -at the time the agreement takes effect- or the Company duly guarantees that liquidity will be obtained within a deadline of one year; and (iii) they are not distributed at a value lower than that shown on the Company's balance sheet.

The regulation contained in the previous paragraph shall also apply to the return of contributions in cases of reduction of share capital."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
120,581,678	99.686	281,180	0.232	99,479	0.082	126,202,139

RESOLUTION 7º

"Amendment of Articles 9 ("Right to Attend") and 11 ("Right to Vote") of the Regulations of the General Shareholders' Meeting to provide for attendance at the Meeting by telematic means, the full text of which is as follows:

"9. - ATTENDANCE RIGHTS.

In accordance with Article 27 of the Articles of Association, in order to be able to attend and vote at the General Shareholders' Meeting, it will be necessary to be the owner of shares that are registered in the corresponding accounting register five days prior to the meeting.

Shareholders entitled to attend must prove their entitlement by any of the following forms of evidence:

A) The corresponding attendance and voting card, which shall be issued by the Member Entities of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores or the body replacing it, duly completed for this purpose.

B) The electronic certificate of attendance and voting issued by the Entity in charge of the Register of Book Entries or by the Authorised Entity and Custodian of the shares, duly completed for this purpose.

Shareholders who are entitled to attend under the terms of Article 27 of the Articles of Association may attend the General Shareholders' Meeting held at the place indicated in the call to meeting, either by themselves or through a proxy.

The Board of Directors may agree, in view of the state of the art, the circumstances, and the conditions of safety, the right of shareholders to attend the Meeting using telematic means, provided that the required security conditions are guaranteed in terms of the identity of the shareholders, the effectiveness of their rights, the proper conduct of the meeting and the security of electronic communications. The procedure for exercising this right of remote attendance shall comply with the requirements and procedures indicated by the Board of Directors in the call to meeting and on the Company's website."

"11. - VOTING RIGHTS.

11.1.- VOTING RIGHTS AND EXCEPTIONS FOR CONFLICTS OF INTEREST

A shareholder entitled to attend under Article 27 of the Articles of Association and under the implementing provisions of Article 9 of these Rules and Regulations shall be entitled to vote except on resolutions in which the shareholder is in a situation of conflict of interest, as set out in the following paragraph.

No shareholder may exercise the voting rights attached to his/her shares on the adoption of resolutions that:

- a) releasing them from an obligation or granting them a right;
- b) providing them with any type of financial assistance, including the provision of guarantees in their favour; or
- c) exempting them from their obligations deriving from the duty to loyalty in conformity with Article 230 of the Corporate Enterprise Act.

The shares held by the shareholder in a situation of conflict of interest described in the preceding section shall be deducted from the share capital for the purposes of calculating the voting quorum in each case.

11.2.- MEANS OF EXERCISING VOTING RIGHTS

All shareholders entitled to vote may do so in person or by proxy by any of the following means:

A) Attending personally and voting at the Meeting, with the attendance and voting card duly signed and completed for this purpose or, if agreed by the Board of Directors, the right to attend and vote using telematic means, in the manner indicated by the Board for this purpose.

B) By post, by casting votes at the Shareholder Information Office, by recognised electronic signature or any other electronic means or, in general, by any other means of remote communication permitted by law, attaching an electronic attendance and voting certificate.

The Board of Directors shall determine which electronic or remote media may be used to attend and vote at each General Shareholders' Meeting pursuant to the provisions of this article and having regard to the state of the art. Such means of remote communication must satisfy the security standards required to ascertain shareholders' identities, the effectiveness of their rights, the proper conduct of the meeting and the security of electronic communications as indicated by the Board in the Notice of Meeting and on the Company's website.

The right to attend and vote using remote or electronic means, votes cast at the Shareholder Information Office or any other means of remote communication permitted in future must conform to any such statutory requirements as may be laid down and to the formalities and procedures directed by these Rules and Regulations.

11.3.- VALIDITY OF VOTES

A) Voting by personal attendance at the General Meeting

To exercise his/her voting rights, a shareholder present at the Meeting in person must, in addition to producing proof of identity in accordance with Article 9 of these Rules and Regulations, identify him/herself as follows:

If he/she is a natural person, he/she shall exhibit a national identity card or passport.

If the shareholder is a legal person, the natural-person representative attending and voting on its behalf shall exhibit his/her national identity card or passport and a document proving his/her power of attorney.

If the Board of Directors decides to exercise the right to attend and vote using telematic means, it shall indicate in the call to meeting and on the Company's website the form of accreditation of the shareholder or proxy, and the deadline, form and manner of exercising the right to vote.

B) Votes cast by remote communication systems

In order for the vote cast by any of the remote communication systems to be valid, it must be received by the Company at the Shareholders' Information Office between the date of the call to the General Shareholders' Meeting and no later than twenty-four hours prior to the date and time scheduled for the meeting on first call, without prejudice to the possibility of the Board of Directors agreeing to a shorter period.

It is up to the shareholder who uses these means to prove that he has notified the Company in the due time and manner.

Votes cast by postal correspondence shall be valid provided that the shareholder sends the Company, in a sealed envelope, the attendance and voting card clearly indicating the identity of the shareholder, the number of shares held, the likely vote on each of the items on the Agenda, as well as his or her signature and a copy of the national identity card or passport, if the shareholder is an individual, and also a document legally accrediting the proxy, if the shareholder is a legal person.

If the shareholder casts his vote by electronic or telematic means, it shall be valid when he states, by means of the corresponding electronic certificate of attendance and vote, his identity by means of a recognised electronic signature or any other electronic means that provide adequate guarantees of authenticity and identification of the shareholder exercising his right to vote, as well as the number of shares he holds and the likely vote on each of the items on the Agenda.

If shareholders decide to cast their vote in person or by proxy at the Shareholder Information Office, they shall submit an attendance and voting card clearly stating the shareholder's identity, number of shares held and vote on each item on the Agenda, bearing their written signature, and shall also present their national

identity card or passport, if the shareholder is a natural person, and the document that constitutes a legal accreditation of representation.

11.4.- A shareholder casting his/her votes remotely shall for the purposes of constitution of any General Meeting count as being present.

11.5.- A vote cast by remote means may be invalidated only:

a) It is later expressly revoked by the same means used for the originally casting the vote, within the time limit established casting votes.

b) The shareholder casting the vote is present at the Meeting in person.

Any sale of voting shares effected at least five days before the scheduled date of the Meeting shall render votes cast prior to such sale null and void."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
119,827,024	99.062	1,092,505	0.903	42,808	0.035	126,202,139

RESOLUTION 8º

"8.1.- Re-elect Sociedad Estatal de Participaciones Industriales (SEPI) as Director for the four-year period. Sociedad Estatal de Participaciones Industriales (SEPI) shall serve as Proprietary Director"

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
98,926,912	81.783	21,970,480	18.163	64,945	0.054	126,202,139

"8.2- Appoint Mr. José Blanco López as Director for the four-year period. Mr. José Blanco López shall serve as Independent Director."

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
103,607,518	85.652	15,838,255	13.094	1,516,564	1.254	126,202,139

"8.3.- Appoint Mr. José Montilla Aguilera as Director for the four-year period. Mr. José Montilla Aguilera shall serve as Independent Director."

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
103,445,893	85.519	16,004,161	13.231	1,512,283	1.250	126,202,139

“8.4.- Appoint Mr. Cristóbal José Gallego Castillo as Director for the four-year period. Mr. Cristóbal José Gallego Castillo shall serve as Independent Director.

Following these appointments, the number of Directors remains at sixteen.”

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
103,713,568	85.741	15,728,975	13.003	1,519,794	1.256	126,202,139

RESOLUTION 9°

“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 percent higher or lower than the average weighted share price of the session prior the acquisition.
5. The authorisation is granted for a maximum of 5 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.

Likewise, the shares acquired as a result of this authorisation may be used, in full or in part, both for their disposal or redemption and for the achievement of potential corporate or business operations or decisions, as well as for any other legally possible purpose”

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
113,313,111	93.677	7,417,795	6.132	231,431	0.191	126,202,139

RESOLUTION 10°

"To modify, for the purposes of article 529 novodecies of the Corporate Enterprises Act, the directors' remuneration policy for the 2019, 2020 and 2021 financial years, for the sole purpose of modifying the maximum annual limit on the remuneration of directors in their capacity as such to adapt it to the new number of directors and the new number of members of the committees".

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
105,962,342	87.600	14,380,415	11.888	619,580	0.512	126,202,139

RESOLUTION 11°

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

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

For		Against		Abstention		Total
N° of votes	%	N° of votes	%	N° of votes	%	Votes cast
91,824,974	75.912	13,832,922	11.436	15,304,441	12.652	126,202,139

RESOLUTION 12°

"Report not subject to vote on the amendments made to the "Rules and Regulations on the Organisation and Functioning of the Board of Directors of Enagás, S.A." since the last General Meeting, in order to adapt it to the criteria and basic principles of Technical Guidelines 3/2017 and 1/2019 of the CNMV and the amendments to the Law on Non-Financial Information and Diversity introduced by Law 11/2018.

Pursuant to Article 528 of the Consolidated Text of the Corporate Enterprise Act, on convening the Ordinary General Meeting the Board of Directors provides shareholders of the Company with a report explaining the scope and content of the amendment to the Rules and Regulations of the Organisation and Functioning of the Board of Directors of Enagás, S.A., approved by the Board of Directors at a meeting on December 16, 2019 at the proposal of the Audit and Compliance Committee and the Appointments, Remuneration and Corporate Social Responsibility Committee.

On June 27, 2017, the Spanish National Securities Market Commission published the Technical Guide 3/2017 on Audit Committees of Public Interest Entities (the "Technical Guide 3/2017"), within the regulatory powers attributed to it by Article 21.3 of the Consolidated Text of the Securities Market Law, which sets out certain

principles, recommendations and criteria in relation to the organisation, composition and functions of Audit Committees.

Furthermore, on February 20, 2019, the Spanish National Securities Market Commission published the Technical Guide 1/2019 on Appointments and Remuneration Committees (the "Technical Guide 1/2019"), within the framework of the aforementioned regulatory powers, aimed at establishing certain principles, recommendations and criteria in relation to the organisation, composition and functions of the Appointments and Remuneration Committees.

Moreover, on December 29, 2018, *Law 11/2018* of December 28 was published in the Official State Gazette. This law amends the Commercial Code, the consolidated text of the Corporate Enterprises Act approved by Royal Legislative Decree 1/2010 of July 2 and Law 22/2015 of July 20 on the Auditing of Accounts, in the area of non-financial information and diversity ("Law 11/2018") which, among other matters, amends Articles 529 bis and 540 of the *consolidated text of the Corporate Enterprises Act* in the area of diversity, as well as Article 529 ter LSC, empowering the Board of Directors to "*supervise the process of preparing and presenting the financial information and the management report, which shall include, where appropriate, the required non-financial information*".

This amendment is aimed at adapting the Regulations, on the one hand, to the criteria and basic principles of the Technical Guide 3/2017 as well as the Technical Guide 1/2019 and, in this regard, to expressly incorporate certain Recommendations of the Good Governance Code that the Company declares that it complies with in IAGC 2018 and, also, to incorporate the new diversity issues and the new non-delegable power of the Board of Directors of listed companies introduced into the LSC by Law 11/2018, taking advantage of this reform to incorporate certain technical or coordination details in different articles of the Regulations.

By way of attachment to these proposed resolutions and forming an integral part of them, the Board of Directors' Report referring to this item on the Agenda is included."

RESOLUTION 13^o

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

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

For		Against		Abstention		Total
Nº of votes	%	Nº of votes	%	Nº of votes	%	Votes cast
120,818,012	99.881	47,455	0.039	96,870	0.080	126,202,139

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