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Ordinary General Shareholders Meeting of “Gas Natural SDG, S.A.”

The Board of Directors of “GAS NATURAL SDG, S.A.” has agreed, at its meeting held on 7 March 2017, to call the General Shareholders Meeting of the Company, in accordance with the terms set out hereinbelow:

Date, time and place of the meeting:

Date: Thursday, 20 April 2017 – Time: 12:00 noon.- Place: Auditori del Palau de Congressos de Catalunya, Av. Diagonal, números 661-671, Barcelona, Spain, by way of first call.

In the event that the Ordinary General Shareholders Meeting was not able to be held by way of first call, by reason that the required quorum was not present, as provided for at law and under the Company’s Articles of Association, the General Shareholders Meeting shall be held by way of second call, on the following day, Friday, 21 April, at the same place and at the same time, and the cards issued for the first call shall remain valid for the second call.

AGENDA TO THE MEETING

ONE.- Review and approval, as the case may be, of the Annual Accounts and of the Management Report of “GAS NATURAL SDG, S.A.” for the financial year ending 31 December 2016.

TWO.- Review and approval, as the case may be, of the Consolidated Annual Accounts and the Management Report of the Consolidated Group of “GAS NATURAL SDG, S.A.” for the financial year ending 31 December 2016.

THREE.- Review and approval, as the case may be, of the proposal for the application of the results of the financial year 2016.

FOUR.- Transfer to the “Voluntary Reserves” account the sum of €305,065,499.63.- from the “Goodwill Reserve” account together with the amount of €224,641,287.42.- from the “Revaluation Reserve Royal Decree 7/96” account.

FIVE.- Review and approval, as the case may be, of the management activities of the Board of Directors during the financial year 2016.

SIX.- Re-election of the accounts auditor of the Company and of the Consolidated Group for the financial year 2017.

SEVEN.- Appointment of the accounts auditor of the Company and of the Consolidated Group for the financial years 2018, 2019 and 2020.

EIGHT.- Re-election, ratification and, as the case may be, appointment of the members of the Board of Directors.

8.1.- Re-election of Mr Enrique Alcántara-García Irazoqui, as a Board Member.

8.2.- Ratification and appointment of Mr Marcelino Armenter Vidal, as a Board Member.

8.3.- Ratification and appointment of Mr Mario Armero Montes, as a Board Member.

8.4.- Ratification and appointment of Mr Alejandro García-Bragado Dalmau, as a Board Member.

8.5.- Ratification and appointment of Mr Josu Jon Imaz San Miguel, as a Board Member.

8.6.- Ratification and appointment of Mr Rajaram Rao, as a Board Member.

8.7.- Re-election of Mr Luis Suárez de Lezo Mantilla, as a Board Member.

8.8.- Ratification and appointment of Mr William Alan Woodburn, as a Board Member.

NINE.- Modification of certain Articles of the Articles of Association.

9.1 Article 44: Remuneration.

9.2 Additional Provision.

TEN.- Consultative vote in relation to the Annual Report regarding the remunerations of the members of the Board of Directors.

ELEVEN.- Remuneration policy for Board Members of “GAS NATURAL SDG, S.A.” for the financial years 2018, 2019 and 2020.

TWELVE.- Share Acquisition Plan 2017-2018-2019 for the provision thereof to certain staff members of the GAS NATURAL FENOSA Group.

THIRTEEN.- Information regarding the modification of the Regulations regarding the organisation and functioning of the Board of Directors of “GAS NATURAL SDG, S.A.” and its Committees, formalised at the meeting of the Board of Directors of 21 September 2016.

FOURTEEN.- Authorisation for the Board of Directors, with powers to delegate said authorisation upon the Executive Committee, in accordance with the provisions of Section 297.1 b) of the Corporate Enterprises Act, in order that, within the maximum period of five (5) years, if deemed necessary, the share capital may be increased up to a maximum amount equivalent to half of the share capital at the time of the authorisation, with provision for incomplete share subscription, by way of the issue of ordinary, preferential or redeemable shares, with or without voting rights, with or without share issue premiums, by one or more share capital increase procedures and when and in the amount that is deemed necessary, including the power to waive, as the case may be, the preferential share subscription rights to the limit of 20% of the share capital at the time of this authorization, and to re-draft the corresponding Articles of the Articles of Association and to revoke the authorisation provided by the Ordinary Shareholders Meeting of 20 April 2012.

FIFTEEN.- Delegation of powers for the completion, carrying out, execution, interpretation, correction and formalisation of the resolutions adopted by the General Shareholders Meeting.

Information right

In compliance with the provisions of Section 272 of the Corporate Enterprises Act and Article 6 of the Regulations of the General Shareholders Meeting and all other pertinent and generally applicable regulations, as from the date of this meeting notification, the shareholders shall be entitled to examine at the registered office (08003 Barcelona, Plaça del Gas número 1, Investor Relations Unit), to obtain via the web site www.gasnaturalfenosa.com and, in the cases in

which it is legally established, to obtain or request the provision, free of charge, of printed copies of the following documents:

1. Annual Accounts and Management Report of “GAS NATURAL SDG, S.A.”, for the financial year 2016.
2. Consolidated Annual Accounts and Management Report of “GAS NATURAL SDG, S.A.”, for the financial year 2016.
3. Reports issued by the audit firm in respect of the Annual Accounts of the Company and of its Consolidated Group, for the financial year 2016.
4. Annual Corporate Governance Report of the Company for the financial year 2016.
5. Report of the Audit Committee regarding the activities carried out during the financial year 2016.
6. Proposals for resolutions in relation to each one of the points of the Agenda of the General Shareholders Meeting.
7. Annual Report regarding the remunerations of the members of the Board of Directors.
8. Proposal regarding the remuneration policy of the members of the Board of Directors for the financial years 2018, 2019 and 2020.
9. Report of the Appointments and Remuneration Committee regarding the remuneration policy of the members of the Board of Directors for the financial years 2018, 2019 and 2020
10. Corporate Responsibility Report.
11. Report regarding the modifications of certain Articles of the Articles of Association.
12. Report regarding the modification of certain Articles of the Regulations regarding the organisation and functioning of the Board of Directors of “GAS NATURAL SDG, S.A.” and its Committees.
13. Report regarding the authorisation for the Board of Directors in order that the Board may increase the share capital with the waiver and exclusion, as the case may be, of the preferential share subscription rights and the

required modification of the Transitory Article of the Articles of Association.

14. Identity, curriculum and Board Member category of the persons that are proposed to be ratified, appointed or re-elected as Board Members by the General Shareholders Meeting.
15. Reports of the Appointments and Remuneration Committee and of the Board of Directors in relation to the proposal for the ratification, appointment or re-election of the Board Members by the General Shareholders Meeting.

The shareholders may request from the Board of Directors, in writing up to the fifth day prior to the date set down for the General Shareholders Meeting, or verbally during the meeting, the information or clarifications or questions that they deem necessary in relation to the points included in the Agenda of the General Shareholders Meeting, the public information that the Company has provided to the Spanish Securities and Exchange Commission as from the date of the previous General Shareholders Meeting (4/05/2016) and also in relation to the audit report.

In the requests for information, the applicant must state his or her identity, by means of a photocopy of his or her National Identification Document or Passport, and if a legal person, then the document that substantiates the legal representation thereof must be provided. Moreover, the applicant must substantiate that its status as a shareholder of the Company.

Complementary notice to the meeting notification and new proposals for agreement.

In accordance with the provisions of Section 519.1 of the Corporate Enterprises Act, the shareholders that represent, at least, three per cent of the share capital may request that a complementary notice be published to this meeting notification for the inclusion of one or more points in the Agenda. Said right must be exercised by means of formal notification that must be received at the registered office at least five (5) days following the publication of this meeting notification.

Furthermore, and in accordance with the provisions of Section 519.3 of the Corporate Enterprises Act, the shareholders that represent at least three per cent of the share capital may, within the period of time set out in the foregoing paragraph, present reasoned proposals for resolutions in relation

to matters that are already included in the Agenda to the General Shareholders Meeting. The Company shall ensure that said proposals for resolution together with all documentation attached thereto, among the rest of the shareholders, as and when said resolution proposals are received.

Right to attend

Shareholders that hold at least 100 shares may attend the General Shareholders Meeting, together with the designated representative of the shareholders that, holding less than 100 shares, group themselves together and designate their representative, and said shareholders or the designated representative must, at least five (5) days prior (14/04/2017) to the date set down for the holding of the General Shareholders Meeting by way of first call, substantiate that they are registered in the files of the partner companies of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) and must have an attendance card issued by the Company.

The registration for the attendance cards shall begin one hour prior to the time of the General Shareholders Meeting.

Representation

The shareholders may be represented at the General Shareholders Meeting by way of any other person, whether or not a shareholder, by way of the provision of the proxy representation authorisation to the Company at least three (3) days prior to the date set down for the General Shareholders Meeting by way of first call. The appointment of the representative, the notification of the appointment to the Company and, as the case may be, the revocation of the appointment of the representative, must be provided in writing. The proxy representation must be conferred specifically for each General Shareholders Meeting, except in relation to the provisions of Section 187 of the Corporate Enterprises Act.

The shareholder may obtain the proxy representation card by requesting said card from the partner company of IBERCLEAR at which the shares thereof are deposited, or from the Company or may alternatively download the card from the web page www.gasnaturalfenosa.com (Ordinary General Shareholders Meeting 2017). The shareholder must forward the duly completed representation card to the Company by way of postal mail (Investor Relations Unit, Plaça del Gas número 1, 08003 Barcelona, Spain) or by e-mail in pdf format to relinversor@gasnaturalfenosa.com.

The natural person shareholders that are limited in the exercise of their civil rights as well as legal person shareholders may be represented by the persons that exercise their legal representation, which must be duly substantiated. Any powers of representation conferred upon a person that is not legally entitled to exercise said representation, pursuant to applicable regulations, shall not be valid or enforceable. The representation shall always be revocable. The personal attendance at the General Shareholders Meeting of the represented person shall automatically revoke the proxy representation.

The representation must be completed and signed by the shareholder and, moreover, must be accepted by the representative. The representative in favour of which the proxy representation has been provided must exercise said representation by personally attending the General Shareholders Meeting, and must present the attendance card and the proxy representation at the shareholder registration tables, at the place and on the date set down for the holding of the General Shareholders Meeting and within the period established for the commencement of the meeting.

In the event of any proxy representation in favour of the Board of Directors, it shall be understood that the representation has been conferred in favour of the Chairman. The document that formalises the proxy representation must include or have attached thereto a copy of the Agenda, as well as the request for instructions for the exercise of the voting rights and the spirit of the voting instructions for the representative in the case that precise instructions have not been provided. In the case that no express statement is included, it shall be understood that the vote is to be cast in favour of the resolution proposals presented by the Board of Directors.

The validity of the proxy representation conferred shall be subject to the verification by the Company of the shareholder status of the represented shareholder.

In the case that a shareholder provides several proxy representations, the last proxy representation that has been formalised, within the period provided for under the Articles of Association, shall prevail.

For the purposes of substantiating the identity of the shareholders or the period that validly represents them, at the entrance to the building where the General Shareholders Meeting is to be held the attendees may be requested to present proof of their identity by means of the presentation of their

National Identification Document or any other official document generally accepted for said purposes.

Involvement by a Notary Public

The Board of Directors shall require the involvement of a Notary Public in order to formalise the Minutes of the meeting.

Data protection

The personal data that the shareholders and, as the case may be, their representatives, provide to "GAS NATURAL SDG, S.A." for the exercise of their rights of attendance, representation and voting rights at the General Shareholders Meeting, or that are provided by the banking institutions and companies and securities agencies at which said shareholders have deposited their shares, through the company that is legally authorised to register the account entries, IBERCLEAR, shall be used exclusively for said purposes. Furthermore, the shareholders are hereby informed that said information shall be included within a computerised file owned by the Company and the shareholders shall be able to exercise their rights of access, rectification, cancellation and challenge, by means of written notification addressed to the registered office of the Company, situated at Plaza del Gas número 1, Barcelona, P.C. 08003, Spain, in accordance with the provisions of the Data Protection Act 15/1999.

General information

In compliance with the provisions of Section 539 of the Corporate Enterprises Act, as from the publication of this meeting notification, an Electronic Shareholders Forum shall be established on the web page of the Company. The rules regarding the functioning thereof and the form that must be completed in order to participate therein are available at the Company's web site.

The Electronic Shareholders Forum may be accessed both by individual shareholders as well as by the voluntary associations that they may establish. In the Electronic Shareholders Forum the following may be published: (i) the proposals that are to be presented by way of complementary notice to the Agenda set out in the meeting notification, (ii) the requests for ratification of said proposals, (iii) the initiatives for grouping together the necessary percentage for the exercise of a minority right as provided for under the Corporate Enterprises Act and (iv) the offers or requests for voluntary representation.

For the aspects regarding the General Shareholders Meeting that are not provided for in this meeting notification, the shareholders may review the Regulations of the General Shareholders Meeting, as well as the instructions for participation thereat, that are available at the Company's web page (www.gasnaturalfenosa.com).

The General Shareholders Meeting shall be broadcast using audio-visual equipment. Attendance at the General Shareholders Meeting implies the consent of shareholders to the recording and the dissemination of the image of the attendees thereat.

Shareholders are hereby informed that it is expected that the General Shareholders Meeting shall be carried out by way of first call.

Barcelona, Spain, on 7 March 2017.

The Chairman of the Board of Directors. Mr Isidro Fainé Casas.