

GAS NATURAL SDG, S.A.

Gas Natural SDG, S.A., in compliance with the provisions of article 228 of the consolidated text of Act 24/1988, of 28 July, on the Securities Market, hereby notifies the National Securities Market Commission of the following

REGULATORY DISCLOSURE

The Ordinary General Shareholders Meeting of of the Company held, on first call, on April 20, 2017, has approved the proposals submitted by the Board of Directors included in the Agenda of the Meeting:

- To approve the Annual Accounts and the Management Report, both the individual accounts of GAS NATURAL SDG, S.A. as well as the accounts of its Consolidated Group, for the financial year ending 31 December 2016.

- To approve the following distribution of the profits of GAS NATURAL SDG, S.A. for the financial year 2016, in the sum of €1,067,263,107.18, in accordance with the proposal of the Board of Directors, as set out hereinbelow:

– To voluntary reserves.....	€ 66,573,766.18
– To dividends.....	€1,000,689,341.00

On 27 September 2016 an interim dividend payment of €330,227,483 was paid out, that is to say, €0.33 per company share.

The remaining amount of the dividend, in the sum of €670,461,858, that is to say, €0.67 per company share, shall be settled and paid out as from 27 June 2017.

- To 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.

- To approve the management activities of the Board of Directors during the financial year 2016.

- To appoint as the accounts auditors of the Company and of the Consolidated Group thereof for the financial year 2017 the audit firm “PricewaterhouseCoopers Auditores, S.L.”.

- To appoint as the accounts auditors of the Company and of the Consolidated Group thereof for the financial years 2018, 2019 and 2020, the audit firm “Ernst & Young, S.L.”.

- To re-elect, ratify and / or appoint the Board members of the Company:

- Mr. Enrique Alcántara-García Irazoqui
- Mr. Marcelino Armenter Vidal
- Mr. Mario Armero Montes
- Mr. Alejandro García-Bragado Dalmau
- Mr. Josu Jon Imaz San Miguel
- Mr. Rajaram Rao
- Mr. Luis Suárez de Lezo Mantilla
- Mr. William Alan Woodburn

All of them to be considered as Proprietary Board Members.

- To modify the following articles of the Articles of Association of “GAS NATURAL SDG, S.A.”:

- Article 44: Remuneration.
- Additional Provision.

- To approve the Annual Report regarding the remunerations of the Board Members of “GAS NATURAL SDG, S.A.”.

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

- To approve the 2017-2018-2019 Share Delivery Plan for its delivery to certain personnel of the GAS NATURAL FENOSA Group.

- To authorize the Board of Directors so that, within a 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 authorization, 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 up to the limit of 20% of the share capital at the time of this authorisation, 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.

- To delegate the necessary powers for the purposes of completing, carrying out, executing, interpreting, correcting and formalising any of the resolutions adopted by the Ordinary General Shareholders' Meeting.

Furthermore, the modification of the Regulations regarding the organization and functioning of the Board of Directors of GAS NATURAL SDG, S.A. and its

Committees agreed at the meeting of the Board of Directors on September 21, 2016, was informed.

As a result of the resolutions adopted by the Board of Directors meeting held today, the Board of Directors, the Executive Committee, the Audit Committee and the Appointments and Remuneration Committee have the following composition:

- Board of Directors:

Chairman

Mr. Isidro Fainé Casas

First Vice Chairman

Mr. Josu Jon Imaz San Miguel

Second Vice Chairman

Mr. William Alan Woodburn

Chief Executive

Mr. Rafael Villaseca Marco

Board members

Mr. Ramón Adell Ramón
Mr. Enrique Alcántara-García Irazoqui
Mr. Xabier Añoveros Trías de Bes
Mr. Marcelino Armenter Vidal
Mr. Mario Armero Montes
Mr. Francisco Belil Creixell.
Mrs. Benita María Ferrero-Waldner
Mr. Alejandro García-Bragado Dalmau
Mrs. Cristina Garmendia Mendizábal
Mrs. Helena Herrero Starkie
Mr. Miguel Martínez San Martín
Mr. Rajaram Rao
Mr. Luis Suárez de Lezo Mantilla

Secretary

Mr. Manuel García Cobaleda

- Executive Committee:

Chairman

Mr. Isidro Fainé Casas

Board members

Mr. Ramón Adell Ramón
Mr. Marcelino Armenter Vidal
Mr. Francisco Belil Creixell
Mrs. Benita María Ferrero-Waldner
Mr. Josu Jon Imaz San Miguel
Mr. Miguel Martínez San Martín
Mr. Rajaram Rao
Mr. Rafael Villaseca Marco
Mr. William Alan Woodburn

Secretary

Mr. Manuel García Cobaleda

- Audit Committee:

Chairman

Mr. Ramón Adell Ramón

Board members

Mr. Enrique Alcántara-García Irazoqui
Mr. Xabier Añoveros Trias de Bes
Mrs. Cristina Garmendia Mendizábal
Mrs. Helena Herrero Starkie
Mr. Rajaram Rao
Mr. Luis Suárez de Lezo Mantilla

Secretary

Mr. Manuel García Cobaleda

- Appointments and Retributions Committee:

Chairman

Mr. Francisco Belil Creixell.

Board members

Mr. Alejandro García-Bragado Dalmau
Mrs. Cristina Garmendia Mendizábal
Mr. Miguel Martínez San Martín
Mr. William Alan Woodburn

Secretary

Mr. Manuel García Cobaleda

Barcelona, on 20 April 2017