



NATURGY ENERGY GROUP, S.A.

NATURGY ENERGY GROUP, 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 (CNMV) of the following

REGULATORY DISCLOSURE

In response to the CNMV requirement received on December 4, and as a complement to the Regulatory disclosure n. 270092 of October 1, Naturgy notifies that it has acquired to this day 11,638,217 of its own shares according to the 2018-2022 Strategic Plan commitments.

Of the total, 8,639,595 shares were acquired between August 1 and November 7 of 2018 at an average price of 23.15 € and will be held in a special separated corporate vehicle to generate a return that allows financing the long-term management incentive plan if certain conditions are met as described in the Regulatory disclosure which was also published today. Including the acquisitions made until November 7, the shares portfolio of the vehicle has been completed.

The 2,998,622 shares acquired since November 8 at an average price of 22.56 € relate to the share buy-back program for their possible amortization, as provided for in the Strategic Plan with a maximum amount of 400 million euros in the period that ends on June 30, 2019. Its amortization shall be decided by the Annual general shareholders meeting to be held during the first half of 2019. The shares that the Company will continue buying for this same purpose will be acquired through a Buy-back program which is detailed in a separate document.

A detailed listing of the operations executed so far on treasury shares is annexed.

Madrid, December 6, 2018

OPERATIONS EXECUTED

DATE OPERATION	NUMBER SHARES	ORICE (EUROS)	TOTAL (EUROS)
01/08/2018	65.000	23,02	1.496.385,00
02/08/2018	50.000	22,92	1.146.230,00
03/08/2018	-22.000	23,15	509.300,00
06/08/2018	65.134	22,99	1.497.669,42
07/08/2018	-15.134	23,25	351.900,12
10/08/2018	70.000	23,27	1.628.900,00
13/08/2018	75.500	23,16	1.748.488,70
15/08/2018	250.000	23,06	5.764.002,92
16/08/2018	132.631	22,98	3.047.798,39
17/08/2018	216.000	23,13	4.996.231,48
20/08/2018	190.000	23,26	4.419.261,16
21/08/2018	190.000	23,47	4.459.936,52
22/08/2018	185.000	23,18	4.288.024,17
23/08/2018	185.000	23,19	4.290.907,99
24/08/2018	153.309	23,20	3.556.906,76
27/08/2018	170.000	23,21	3.945.109,00
28/08/2018	70.788	23,24	1.644.844,80
29/08/2018	22.409	23,22	520.265,31
30/08/2018	50.000	23,24	1.161.800,00
31/08/2018	260.000	23,13	6.014.730,00
06/09/2018	225.000	23,23	5.227.227,84
07/09/2018	106.211	23,33	2.478.248,38
10/09/2018	6.800	23,48	159.656,07
11/09/2018	139.423	23,80	3.318.952,35
12/09/2018	215.000	23,62	5.078.396,41
13/09/2018	200.000	23,34	4.667.134,03
14/09/2018	195.000	23,33	4.548.876,98
17/09/2018	85.540	23,56	2.015.549,80
18/09/2018	202.000	23,80	4.808.172,60
19/09/2018	202.000	23,73	4.792.778,79
20/09/2018	182.000	23,71	4.314.963,38
21/09/2018	212.000	23,72	5.027.835,63
24/09/2018	212.000	23,63	5.009.754,04
25/09/2018	150.000	23,58	3.536.956,12
26/09/2018	140.000	23,53	3.294.645,97
27/09/2018	70.466	23,49	1.655.536,04
28/09/2018	212.000	23,63	5.009.563,12
01/10/2018	224.000	23,59	5.283.972,49
02/10/2018	98.404	23,73	2.335.010,23
03/10/2018	113.000	24,18	2.731.985,68
04/10/2018	212.000	23,79	5.042.722,34
05/10/2018	190.205	23,55	4.479.909,40
08/10/2018	150.258	23,66	3.554.423,02
09/10/2018	180.654	23,78	4.296.262,34
10/10/2018	223.000	23,47	5.233.816,52
11/10/2018	228.000	22,32	5.088.340,90
12/10/2018	237.000	21,74	5.152.220,24
15/10/2018	216.000	21,63	4.672.920,42
16/10/2018	235.000	22,17	5.209.800,97
17/10/2018	235.000	22,14	5.203.039,50
18/10/2018	230.000	22,40	5.152.276,01
19/10/2018	234.000	22,48	5.260.230,52
05/11/2018	211.000	21,96	4.633.181,18
06/11/2018	207.000	22,20	4.594.774,03
07/11/2018	190.710	23,06	4.397.836,63
08/11/2018	71.000	23,01	1.634.051,62

09/11/2018	14.463	23,06	333.587,70
12/11/2018	101.866	23,10	2.352.685,21
13/11/2018	158.314	23,08	3.654.113,74
14/11/2018	201.000	23,02	4.626.113,28
15/11/2018	200.085	23,02	4.605.358,29
16/11/2018	190.000	22,91	4.352.659,87
19/11/2018	110.042	23,01	2.532.260,58
20/11/2018	200.000	22,95	4.589.690,43
21/11/2018	204.000	22,79	4.649.727,42
22/11/2018	200.000	22,52	4.503.241,34
23/11/2018	143.087	21,88	3.130.226,38
26/11/2018	40.000	22,04	881.668,00
27/11/2018	185.000	22,11	4.091.051,64
28/11/2018	185.000	22,09	4.086.823,72
29/11/2018	184.000	21,88	4.025.179,28
30/11/2018	45.500	21,80	991.970,00
03/12/2018	88.500	22,17	1.961.798,17
04/12/2018	89.840	22,23	1.997.215,00
05/12/2018	60.701	22,13	1.343.025,04
06/12/2018	174.000	21,97	3.823.362,60
TOTAL ACQUISITIONS	11.580.706	23,14	267.921.471,02