MIBGAS

MERCADO IBÉRICO DEL GAS

BYLAWS OF MIBGAS S.A.

INDEX

TITLE I. NAME, PURPOSE, DURATION, START OF OPERATIONS AND REGISTERED ADDRESS. 3
TITLE II. SHARE CAPITAL AND SHARES. 4
TITLE III. CORPORATE BODIES. 9
TITLE IV. FINANCIAL YEAR AND ANNUAL ACCOUNTS. 17
TITLE V. DISSOLUTION AND LIQUIDATION. 18
TITLE VI. SCOPE OF THESE BYLAWS. 18

TITLE I. NAME, PURPOSE, DURATION, START OF OPERATIONS AND REGISTERED ADDRESS.

Article 1 - Name.

The Company is called “MIBGAS, S.A.”, and shall be governed by these Bylaws and, insofar as not provided in these, by Law 34/1998 of 7 October. the Spanish Hydrocarbons Sector Act, and such implementing provisions of said Act as may be applicable, by the Spanish Corporate Enterprises Act, the Commercial Code, the Trade & Company Register Regulations and other current legal provisions, or such others as may hereafter be adopted for companies of its kind.

Article 2 - Corporate Object.

Without prejudice to such other powers and functions as may be assigned to it by law or regulation, the Company's corporate object shall consist of the following:

a) The development of an organised natural gas market.

b) The development, economic management and setting of gas market prices, as well as the management and settlement, directly or indirectly, of the transactions carried out in these gas markets, whether organised or not, in national or international markets.

c) The development of the necessary management instruments for the implementation and operation of any of the markets included in section a) above, including the logistics, storage or transport activities that the gas market may entail, and, in general, services necessary or linked to organised natural gas markets. In any case, the direct performance of natural gas storage or transport activities, which according to Spanish legislation are classified as regulated activities, is excluded.

d) The conducting of studies and provision of information, analysis and monitoring services on the operation of any of the markets included in section a) above or the activities referred to in section b) above.

This corporate object is understood to include all such auxiliary services and activities as may be necessary or conducive to its fulfilment and as comply with the law and, in particular, with the law and regulations governing the gas markets at any given time.

Excluded from this corporate object are all activities for the exercise of which any law imposes special requirements that are not met by this Company.

If for the exercise of some or all of the activities referred to any law should require a professional qualification, administrative authorisation, or registration in Public Registries, or, in general, impose any other requirements, such activities may not commence before the necessary administrative requirements have been fulfilled and in relevant cases must be carried out by a person or persons holding the required qualifications.

The Company may perform the activities forming part of the corporate object, as specified in the foregoing paragraphs, in whole or in part, indirectly or through the ownership of shares and/or equity stakes in companies with an identical or similar corporate object.

Article 3 - Duration and start of activity.

The Company is constituted for an indefinite duration, and therefore, it shall subsist until such time as the General Meeting resolves on its dissolution or any of the other causes of extinction provided by the Law arises.

The Company shall begin its activity on the day on which the deed of incorporation is executed.

Article 4 - Registered office.

The Company will have its registered office in Madrid, at Calle Alfonso XI, no. 6, 4th & 5th floors (28014).

The Administrative Body (board of directors) is the body empowered to create, close or transfer agencies, representative offices and branches, anywhere in Spain and abroad, as well as to resolve on the transfer of the registered office within the national territory and, should the need arise, on the modification and transfer of the corporate website, but not to on its creation or elimination.

TITLE II. SHARE CAPITAL AND SHARES.

Article 5 - Share Capital and shares.

The share capital is THREE MILLION EUROS (€3,000,000) and is represented by three million ordinary registered shares of ONE EURO (€1.00) par value each, numbered consecutively from 1 to 3,000,000, both inclusive, fully subscribed and paid up, all of them of the same class and series.

In accordance with the provisions of Article 65-ter of the Hydrocarbons Sector Act:

(i) Operador del Mercado Ibérico de Energía Polo Español, S.A. (OMIE), will have a direct stake in the Company's share capital of 20%, except in the legally permitted cases indicated below.

(ii) Operador do Mercado Ibérico (Portugal), SGPS, S.A., will have a direct stake in the Company's share capital of 10%.

(iii) The technical manager of the Spanish gas system will have a direct stake in the Company's share capital of 13.34%.

(iv) The technical manager of the Portuguese gas system will have a direct stake in the Company's share capital of 6.66%.

(v) The subjects that carry out activities in the energy sector, as defined in the Hydrocarbons Sector Act and in Law 24/2013, of 26 December on the Electricity Sector (the "Energy Subjects") , may have a direct or indirect stake in the Company's share capital that may not exceed 3% of the Company's share capital, and the sum of these shares may not exceed 30% or be syndicated for any purpose. Those persons or entities that carry out said activities directly or that are part of a group of companies in which any of them carries them out will be considered Energy Subjects for these purposes.

(vi) Any natural or legal person other than those listed in sections (i) to (v) above, both inclusive (except in the case of Operador del Mercado Ibérico de Energía Polo Español, S.A. as indicated below) may have a direct or indirect individual stake in the Company's share capital of a maximum of 5% of the Company's share capital.

However, and as an exception to the foregoing, in the event that the entire share capital of the Company is not subscribed in accordance with the provisions of Article 65-ter of the Hydrocarbons Sector Act and as indicated above, Operador del Mercado Ibérico de Energía Polo Español, S.A. (OMIE) shall temporarily increase its stake to cover 100% of the Company's share capital.

All shares carry the same rights and obligations which are conferred/imposed on their holders.

The share confers on its legitimate owner the status of shareholder, and implies full and total compliance with the provisions of the Law, these Bylaws and the resolutions validly adopted by the governing bodies of the Company, while at the same time empowering the owner to exercise the rights inherent in said status, in accordance with these Bylaws and the Law.

Article 6 - Representation of the shares and Register of Nominative Shares.

The shares will be represented by registered securities, which may be single or multiple, and will contain all the mentions indicated as minimum in the Law, and in particular such limitations on their transferability as may be established in these Bylaws. Until the securities are printed and delivered, each shareholder shall receive a provisional receipt, which will be nominative and will contain the total number of shares held at that time.

The shares will appear in a Register of Nominative Shares that the Company will keep, duly legalised by the Trade & Companies Register, in which the successive transfers of the shares will be registered, mentioning the first name, surname(s), company name, if applicable, nationality and registered address of the successive owners, the mention of whether the owner has the status of Energy Subject, as well as any properly constituted real rights and other encumbrances on them.

The Register of Nominative Shares will include a special Section in which the total stake that, directly or indirectly, each shareholder has in the share capital of the Company will be recorded.

For the purposes of monitoring compliance with the limitations established in relation to the direct or indirect ownership of shares in Article 65-ter of the Hydrocarbons Sector Act, entry in the Register of Nominative Shares shall require the delivery to the Company of a responsible statement issued by the shareholder or by its legal representative before a Notary Public:

(i) detailing the shares that it owns directly in the Company as well as in any other companies that are in turn direct or indirect shareholders of the Company, and undertaking to update said statement immediately if it acquires or transfers shares in the Company or in any of said companies that are direct or indirect holders of shares of the Company, and likewise, in relation to the latter, as soon as it becomes aware of the acquisitions or transfers by them of shares in the Company or in other companies that are direct or indirect holders of shares of the Company; and

(ii) if it is an Energy Subject, undertaking, on its own behalf or on behalf of the party it represents, as the case may be, in order for the Company to verify compliance with the prohibition on syndication contained in Article 7, not to enter into any syndication agreement with respect to all or part of its shares in the Company, whatever the form or content of said agreement.

The Company shall only consider to be shareholders those who are registered in said register. Any shareholder who requests it may examine the Register of Nominative Shares.

The Company may only rectify the registrations that it deems false or inaccurate when it has notified the interested parties of its intention to proceed in this regard and they have not expressed their opposition during the thirty (30) days following the notification.

Article 7 - Additional obligations or obligations deriving from legal imperative.

Ownership of any share representative of the Company's share capital shall entail the following obligations, which must be fulfilled free of charge and without remuneration:

(i) Shareholders who fall within the category of Energy Subjects will have the obligation to refrain from directly or indirectly entering into any syndication agreement for all or part of their shares with any other direct or indirect shareholders of the Company, whatever the form or content of said agreement.

(ii) Shareholders must communicate and update the responsible statement referred to in Article 6 immediately if they acquire or transfer shares in the Company or in any of the companies in which they participate directly or indirectly that are direct or indirect holders of shares in the Company, and likewise, in relation to the latter, as soon as they become aware of the acquisitions or transfers by them of shares in the Company or in other companies that directly or indirectly hold shares in the Company.

(iii) Shareholders must notify the acquisition or loss of the status of Energy Subject, as soon as either of them occurs for any reason, including merger or absorption of the corresponding shareholder. The Company, after the pertinent verifications, will register the acquisition or loss of said status in the special section of the Register of Nominative Shares referred to in Article 6. If as a result of the acquisition by the shareholder of the status of Energy Subject, the maximum permitted limit of the sum of direct or indirect stake in the share capital of the Energy Subjects is exceeded, it shall be understood that there has been a breach by the affected shareholder, and the penalty established in Article 8 of these Bylaws shall be applicable.

Article 8 - Breaches.

Failure to comply, whatever its cause, with the limitations, obligations and/or prohibitions established in Articles 5, 6 and 7 of these Bylaws shall determine the immediate suspension of the political and economic rights of the shareholder(s) committing or causing such breach, following a declaration of said suspension by the Chairman of the Board of Directors.

In the event that the breach violates any of the prohibitions established by the Hydrocarbons Sector Act regarding the ownership of shares in the Company, the suspension shall exclusively affect the number of shares the holding of which violates any of said prohibitions. The suspension shall last until the suspended shareholder or shareholders have corrected the breach, for which purpose the Chairman of the Board of Directors will grant them a maximum period of three (3) months to proceed to correct it.

After the period of three (3) months indicated in the previous paragraph has elapsed without the shareholder or shareholders whose political and economic rights have been suspended correcting the breach, the number of shares owned by said shareholder or shareholders (if several shareholders have simultaneously committed or caused the breach) shall remain at the disposal of the Board of Directors of the Company, in accordance with the provisions of the third paragraph 3 of Article 9 of these Bylaws, for their fair value (determined in accordance with the provisions of the following Article), which each of them must sell, in compliance with the Hydrocarbons Sector Act, in proportion to their stake in the Company's share capital, so that the situation of non-compliance ceases.

In the event that the breach concerns the prohibition on the syndication of shares, without prejudice to such other legal actions as may arise due to non-compliance with the commitment not to syndicate by the shareholders concerned, the Chairman of the Board of Directors shall declare the suspension of all the political and economic rights corresponding to the shares whose owners have syndicated them. The lifting of the suspension shall in any case be conditional on the effective abandonment of the syndication agreement by the shareholders affected by the suspension.

In the event that the breach concerns any other of the limitations, obligations and/or prohibitions established in Articles 5, 6 and 7 of these Bylaws, but does not entail a breach of any of the prohibitions established by the Hydrocarbon Sector Act regarding the ownership of shares in the Company or the prohibition of syndication of shares, the Chairman of the Board of Directors shall declare the suspension of all political and economic rights corresponding to the shares of the defaulting shareholder, and the suspension shall not be lifted until the latter has proceeded to fully correct the non-compliance or breaches that caused the suspension.

Once the suspension of political and economic rights has been lifted in any of the above cases, the shareholder will not be entitled to receive any dividend or economic advantage of any kind agreed during the time in which its rights were suspended.

The Board of Directors is empowered to enforce compliance with the limitations, prohibitions and obligations referred to in this Article at all times.

Article 9 - Restrictions on the transferability of shares.

In any case of transfer of ownership of Company shares under any title, *inter vivos* or *mortis causa*, including as a result of a judicial or administrative enforcement proceeding, the Board of Directors may reject the registration in the Register of Nominative Shares of the transfer regarding the part thereof that breaches any provision of the Hydrocarbons Sector Act and/or its implementing regulations, or any of the limitations on the ownership of shares established in these Bylaws.

The Company, upon receiving a request for registration in the Register of Nominative Shares that infringes any of the provisions referred to in the foregoing paragraph, will grant the applicant a period of three (3) months in which to resolve and cancel the acquisition of the shares whose registration in the Register of Nominative Shares has been denied, or transfer them to whomever it sees fit, within the legal limits. After said period has elapsed, the Company may, within four (4) months following receipt of the request for registration in the Register of Nominative Shares, acquire the shares whose registration has been denied by legal imperative, in compliance with the requirements established in the Corporate Enterprises Act for the acquisition of own shares.

In the event that, by virtue of the provisions of the third paragraph of Article 8 of these Bylaws, and in order to comply with the provisions of the Hydrocarbons Sector Act, certain shares have been made available to the Board of Directors, the Board may choose (without the order in which they are listed implying any preference) among:

a. offering said shares to the shareholders of the Company, for their acquisition in proportion to their respective stake in the share capital, and always within the limits established in Article 5 of these Bylaws; or

b. offering them to third parties that the Board of Directors deems appropriate, also within the limits established in Article 5 of these Bylaws; or

c. acquiring the shares for the company itself, complying with the requirements established in the Corporate Enterprises Act for the acquisition of own shares; or

d. any combination of the options set forth in a, b, c and d above.

In any of the cases set forth in the two preceding paragraphs, the shareholder holding the shares in question shall be obliged to transfer its shares in the terms provided in this Article, following the procedure set forth hereunder for the transfer of shares:

a. The price of the transfer will be that set by common accord between the parties and, failing that, the fair value of the shares shall be determined by an auditor other than the Company's auditor who, at the request of any interested party, shall be appointed by the Board of Directors to that effect. The auditor must issue the report within a period of fifteen (15) business days from the acceptance of the assignment.

b. Within seven (7) business days following receipt of the valuation of the shares issued by the auditor, the Board of Directors shall send a copy of said valuation to the transferor and the purchaser(s).

c. The formalisation of the sale shall take place in accordance with the following rules:

i. The transferor shall sell the shares free of all types of charges and encumbrances.

ii. The formalisation will take place on the day agreed upon by the transferor and the purchaser(s), and in the absence of an agreement, the next business day after thirty (30) calendar days shall have elapsed since the determination of the fair value of the shares or the agreement on the price.

iii. The transferor will deliver to the purchaser(s) at the time of the formalisation of the sale, the securities or provisional receipts of the shares and the documents that demonstrate the ownership of the shares.

iv. The acquirer(s) shall pay the purchase price in cash to the transferor by means of a nominative bank cheque.

In no case may the transferor be obliged, as a consequence of the provisions of this Article, to transfer a number of shares other than that whose registration in the Register of Nominative Shares was rejected due to application of the Hydrocarbons Sector Act, or than that which the Board of Directors decided to transfer after these shares were made available to them.

Transfers made contrary to the provisions of this Article or Article 5 shall not be enforceable against the Company as to the portion of such transfers that conflicts with or infringes the provisions of this Article or Article 5 (although they shall be so enforceable as to the remaining portion), and the Company shall not recognise the purchaser for any purpose, not even proprietary, as to said portion of the transfer, and shall reject its registration in the Register of Nominative Shares.

Article 10 - Special regime for the access of new shareholders to the Company.

Pursuant to Article 65-ter of the Hydrocarbons Sector Act, in the event that any individual or legal entity expresses to the Company its wish to participate in its share capital, the Board of Directors will submit said request to the General Meeting together with the applicant's accreditation of carrying out or not activities in the natural gas sector and the same information provided for in Article 6 of these Bylaws provided by the applicant.

The General Meeting must accept the request presented for a maximum stake equivalent to the average of the existing holdings of the type of shareholder corresponding to the applicant, provided that the limits established in Article 5 of these Bylaws are respected, the request being made effective through one or more of the following procedures:

(i) The willingness to sell the corresponding shares expressed by the Company or by any of the shareholders in the General Meeting.

(ii) The Company's capital increase through the issue of new shares.

When the applicants for a stake in the Company carry out activities in the energy sector, in order to respect the aforementioned percentage, a capital increase greater than necessary may be agreed, provided shareholders who do not carry out gas sector activities express their willingness to subscribe those shares in the General Meeting.

In any case, and in application of the aforementioned Article 65-ter of the Hydrocarbons Sector Act, the shareholders' pre-emptive subscription right to the shares issued to meet new applications for a stake is excluded.

TITLE III. CORPORATE BODIES.

Article 11 - Corporate Bodies

The governing bodies of the Company shall be:

(a) The General Meeting of Shareholders.

(b) The Administrative Body (Board of Directors).

GENERAL MEETING

Article 12.- Types of General Meetings.

The shareholders, constituted at a duly convened General Meeting, shall decide by majority vote on matters within the purview of the General Meeting.

All shareholders, including dissidents and those who have not participated in the meeting, shall be subject to the resolutions of the General Meeting, without prejudice to the rights and actions recognised by law.

General Meetings may be ordinary or extraordinary.

An Ordinary General Meeting shall necessarily be held within the first six (6) months of each year, to review the company's management, approve, where appropriate, the Annual Accounts and the Management Report for the previous financial year, and to resolve, if applicable, on the appropriation of the result. However, the Ordinary General Meeting may deliberate and decide on any other matter that has been submitted for its consideration and is within its competence.

Any other General Meetings of Shareholders shall be considered Extraordinary, and will be held whenever they are convened as such by the Company's Administrative Body.

Notwithstanding the foregoing, the General Meeting will be validly constituted, as a Universal General Meeting, to deal with any matter, without the need for prior notice, provided that the entire share capital is present or represented and the attendees unanimously accept the holding of the General Meeting. The Universal General Meeting may meet anywhere in the national territory or abroad.

Article 13 - Calling of General Meetings.

General Meetings will be convened by the Administrative Body, when it deems it convenient for the company's interests and in all the cases in which it is mandatory by Law.

Unless other requirements are imperatively established in the Law, the call will be made by means of an individual and written announcement that will be sent by certified mail with acknowledgement of receipt, telegram, registered fax, or any other written or telematic means that can ensure the reception of said announcement by all the shareholders, at the address that they have designated for this purpose or at the address that appears in the documentation of the Company.

Said individual announcement will be sent at least one (1) month before the date set for the General Meeting, except in those cases in which the Law establishes greater advance notice.

The call notice shall state, at least, the name of the Company, the date and time of the meeting on first call, the Ordinary or Extraordinary nature of the General Meeting and the place where it is to be held, as well as the agenda, which shall contain all the matters to be addressed. The position of the person or persons making the call must also be indicated. The date on which, if necessary, the Meeting will take place on second call may be stated. Between the first and second meeting there must be at least a period of twenty-four (24) hours.

The General Meeting shall be held in the municipality where the Company has its registered address. If the meeting place does not appear in the call, it shall be understood that the Meeting has been called to be held at the registered office.

Shareholders representing at least five percent (5%) of the share capital may request that the call for a General Meeting of Shareholders be supplemented by including one or more items on the agenda. The exercise of this right must be done through reliable notification that must be received at the registered office within five (5) days following the publication of the call. The supplement to the call must be published at least fifteen (15) days before the date set for the General Meeting.

The Administrative Body must also convene the General Meeting when requested by shareholders who own at least five percent (5%) of the share capital, stating in the request the matters to be discussed at the General Meeting. In such case, the General Meeting must be convened to be held within two (2) months of the date on which the Administrative Body was required by a notary public to convene it, and must include on the agenda the matters that have been requested.

As regards the judicial summons of the General Meetings, the provisions of the Law shall apply.

Article 14 - Right to attend the General Meeting.

The holders of shares who have them registered in the Register of Nominative Shares five (5) days prior to the date on which the General Meeting is to be held shall have the right to attend both Ordinary and Extraordinary General Meetings with full voting and speaking privileges.

Any shareholder who has the right to attend may be represented at the General Meeting by another person. Representation must be conferred in writing and specifically for each General Meeting, in the terms and with the scope established in the Corporate Enterprises Act. Representation is always revocable. Personal attendance at the General Meeting of the represented party will have the value of revocation.

The members of the Administrative Body must attend the General Meetings. The Chairman of the Board may authorise the attendance of executives, managers, technicians and any other persons who have an interest in the smooth running of company affairs. The General Meeting, however, may revoke such authorisation.

Article 15 - Constitution of the General Meeting.

Except in the cases in which the Law imperatively establishes other quorums for constitution, the Ordinary or Extraordinary General Meeting shall be validly constituted, on first call, when the shareholders present or represented represent more than fifty percent (50%) of the capital subscribed with the right to vote. On second call, it shall be validly constituted regardless of the capital attending it, unless the Law determines otherwise. In particular, for the General Meeting to validly approve the resolutions referred to in Article 194 of the Corporate Enterprises Act, the general rule will apply for the first call, but for the second call the attendance of at least twenty-five percent (25%) of the share capital will be required.

Shares with suspended voting rights shall not count as present.

Article 16 - Right to information.

Until the seventh day prior to the day scheduled for the General Meeting, shareholders may request from the Administrative Body, regarding the matters included in the agenda, any information or clarifications they deem necessary, or formulate in writing the questions they deem relevant. The Administrative Body shall be obliged to provide the information in writing up until the day of the General Meeting.

During the General Meeting, the shareholders of the company may orally request the information or clarifications they deem appropriate regarding the matters included in the agenda and, if it is not possible to satisfy the shareholder's right at that time, the Directors will be required to provide this information in writing within seven (7) days of the end of the Meeting.

The Directors will be obliged to provide the information requested in the terms of the two foregoing paragraphs, except in cases in which, in the opinion of the Chairman of the Board of Directors, the disclosure of the requested information would harm the company’s interests. The denial of information will not proceed when the request is supported by shareholders representing at least a quarter of the share capital.

Article 17 - Presiding Panel of the General Meeting.

The Presiding Panel of the General Meeting shall be made up of a Chairman and a Secretary, appointed by the shareholders in attendance at the beginning of the session. The Chairman and Secretary of the Meeting will be those who occupy said positions within the Board of Directors and, failing that, those appointed at the beginning of the meeting by the shareholders attending the General Meeting.

The Chairman shall direct the meeting and resolve any regulatory doubts that may arise.

Article 18 - Majorities for the adoption of resolutions.

Each share gives the right to one vote.

In general, the resolutions shall be understood to have been adopted with the affirmative vote of the simple majority of the shares present or represented.

As an exception to the foregoing, the adoption of the following resolutions shall require the favourable vote of the shares representing at least two thirds (2/3) of the share capital:

(i) the increase or reduction of the Company's share capital;

(ii) any other amendment to these Bylaws;

(iii) the issue of bonds;

(iv) the transformation, merger, spin-off or global transfer of assets and liabilities and the transfer of the registered office abroad;

(v) the acquisition of shares of the Company itself, except in the case provided for in Articles 8 and 9 of these Bylaws;

(vi) the acquisition, transfer or contribution to another company of essential assets, an asset being assumed to be essential when its value exceeds 25% of the value of the assets that appear on the last approved balance sheet;

(vii) the appointment or dismissal of the Chairman of the Company's Board of Directors from among its members;

(viii) any agreement aimed at the dissolution or liquidation of the Company, except when any of the causes for dissolution provided in Article 363 of the Corporate Enterprises Act occur; the signing of any contracts between the Company and its shareholders or members of the Board of Directors, regardless of their amount;

(ix) any agreement that involves, or could involve, any of the circumstances set forth above;

(x) any change that could alter the type of administrative body of the Company to one other than the Board of Directors, or the method of appointment of directors; and

(ix) any change affecting matters that require a reinforced majority of at least two thirds (2/3) in the General Meeting of Shareholders or in the Board of Directors or the majorities necessary to adopt any decision related to them.

For the purposes of complying with the legal prohibition established in Article 65-ter of the Hydrocarbons Sector Act, and in accordance with the provisions of Article 189.1 of the Corporate Enterprises Act, no person, whether acting *pro se* or on behalf of any shareholder may exercise voting rights in excess of the percentage of the share capital that corresponds in accordance with the provisions of Article 5 of these Bylaws. Notwithstanding the foregoing, said restriction shall not apply in the event that the representation falls to the Chairman of the Board of Directors.

ADMINISTRATIVE BODY

Article 19 - The Board of Directors.

The Company will be managed, governed and represented by a Board of Directors made up of a minimum of ten (10) and a maximum of seventeen (17) members. The appointment of directors will correspond to the General Meeting.

The General Meeting will appoint the Chairman of the Board of Directors following the reinforced majority procedure established in Article 18 of these Bylaws. The Chairman of the Board of Directors shall perform executive functions.

It is not necessary to be a shareholder in order to be appointed as a director.

Persons declared incompatible may not occupy positions or perform functions in the Company to the extent and under the conditions established by the legislation in force at any given time.

The directors appointed will hold office for a term of two (2) years, a term that must be the same for all of them, without prejudice to their possible re-election or to the power of the General Meeting to dismiss them at any time in accordance with the provisions of these Bylaws.

If vacancies occur during the term for which the Directors were appointed, the Board of Directors may appoint from among the shareholders the persons who will occupy them until the next General Meeting is held.

Article 20 - Directors' Remuneration.

The Directors will have the right to receive, in equal parts among all of them, remuneration based on the Company's profits. The remuneration, global and annual, under this head, for all the members of the Administrative Body, shall be one percent (1%) of the net profits of the Company, approved by the General Meeting, with the Administrative Body being responsible for the distribution of its amount in the manner and at the time that it freely determines. This remuneration may only be received by the Directors once the allocations provided in Article 218.3 of the Corporate Enterprises Act have been made.

The remuneration provided in this Article shall be compatible with and independent of the payment of any fees or salaries that might be claimable from the Company in respect of the provision of services or employment, as the case may be, originating from a contractual relationship other than that deriving from the position of director, which shall be subject to such legal regime as may be applicable to them.

Additionally, and independently of the remuneration indicated above, members of the Board of Directors who perform executive functions shall receive under this head: (i) a fixed amount and (ii) a variable amount depending on the fulfilment of objectives as laid down in their respective contracts, which will also provide for the appropriate compensation in the event of termination of such functions or termination of their relationship with the Company. Additionally, to the extent that it is appropriate, to ensure adequate compensation for their duties, their remuneration will be supplemented with: (i) contributions to a pension plan, (ii) death and disability insurance policy and (iii) personal medical insurance and for dependent family members who live with them.

Notwithstanding the foregoing, the members of the Board of Directors, as well as, if applicable, the non-director Secretary and Deputy Secretary, will receive fees for attending meetings of the Board of Directors

or, where applicable, Committees or Working Groups created within it, the amount of which, which will be identical for all of them, will be approved by the General Meeting.

The Company shall have a civil liability insurance policy in force at all times in favour of the Directors to cover civil liability for damage that may arise from the operation of the Company.

Article 21 - Regime and operation of the Board of Directors.

The Board of Directors shall designate the person who holds the position of Secretary and may appoint a Deputy Secretary, who will replace the Secretary in the event of vacancy, absence or illness. Neither the Secretary nor the Deputy Secretary, if any, need necesarily be a director, in which case they will have voice but no vote.

The power to convene the Board of Directors corresponds to its Chairman or whoever replaces him. The Board of Directors shall meet in any case once a quarter, with the exception of the month of August. The Board of Directors will also meet whenever agreed by the Chairman, or whoever acts on his behalf, at least five (5) business days before the date set for the meeting or requested by any of its members. As an exception, in the event that the meeting is convened urgently, this call period shall be two (2) business days. In the event of a call request by any director, the Chairman may not delay sending the call for a period of more than fifteen (15) calendar days counted from the date of receipt of the request. Once this period has elapsed, any of the directors who requested the meeting may convene the Board of Directors in the event that the Chairman has not complied with their request. The ordinary call will be made by letter, telegram, fax, or any other written or electronic means. The call will be addressed personally to each of the members of the Board of Directors, at the address that appears in their appointment or the one that, in the event of a change, has been notified to the Company, at least three (3) business days in advance. The meeting of the Board of Directors shall be valid without prior notice whenever all its members are gathered and they unanimously decide to hold the session.

The Board of Directors shall be validly constituted when the majority of its members attend the meeting, present or represented. A director may only be represented at meetings of this body by another director. Representation shall be conferred by letter addressed to the Chairman or the Secretary. The Chairman shall open the session and direct the discussion of the issues, giving the floor to as well as providing the members of the Board of Directors with news and reports on the progress of company affairs. In the absence of the Chairman, the meeting will be directed by the oldest Member.

Unless the Law or these Bylaws establish a higher majority, the resolutions of the Board of Directors shall be adopted by an absolute majority of the directors attending the session.

Notwithstanding the foregoing, the resolutions of the Board of Directors on the following matters will require the favourable vote of at least two thirds (2/3) of the appointed directors:

(i) approval of the Company's budget and business plan;

(ii) the acquisition or sale of any asset or the execution of any transaction that exceeds, individually or jointly, the amount of €300,000, unless it has been previously included in the Company's budget approved by the Board of Directors;

(iii) the formalisation, modification or termination of labour or commercial contracts that generate annual payment obligations of more than €300,000 (including fees, salaries, bonuses or any other

item), unless it has been previously included in the Company's budget approved by the Board of Directors;

(iv) the formalisation, modification or termination of any transaction that exceeds the ordinary course of the Company's corporate object and/or from which expenses arise that deviate by more than €300,000 per year from the Company's budget approved by the Board of Directors;

(v) the formalisation, modification or termination of any transaction that entails an indebtedness that deviates from the Company's budget approved by the Board of Directors by more than €300,000 per year;

(vi) the formalisation, modification or termination of any transaction between the Company and related parties;

(vii) capital increases whose execution had been delegated by the General Meeting in favour of the Company's Board of Directors by virtue of Article 297 of the Corporate Enterprises Act;

(viii) the constitution, acquisition, sale or closing of any subsidiary or branch;

(ix) the permanent delegation of any power of the Board of Directors to an executive committee or to one or more managing directors and the appointment of the director or directors who are to occupy such positions;

(x) the approval of any regulations or operating documents of the Board of Directors;

(ix) the creation of specialised committees of any kind within the Board of Directors;

(xii) the change or move of the registered office within the national territory;

(xiii) the appointment by co-option among the shareholders of persons to fill the vacancies that occur on the Board of Directors if there are no alternates; and

(xiv) the resolution by the Board of Directors on the existence or absence of a conflict of interest situation that may affect the directors.

In the event of an odd number, the necessary majority will be determined by calculating half and rounding up (for example, the absolute majority will be 4 directors who vote in favour of the agreement if 7 directors attend; 5 if 9 attend; etc.). In the event of a tie, the Chairman shall have a casting vote.

The resolutions adopted by the Board of Directors in writing and without the need to hold a session will be valid when none of the directors opposes this procedure. For these purposes, each director must send his or her vote to the attention of the Chairman or the Secretary of the Board of Directors within five (5) calendar days of the request for the vote. In these cases, the meeting of the Board of Directors shall be considered once only and held in the place where the registered office is located and the resolutions will be understood to have been adopted on the date of receipt of the last of the votes cast. The resolutions by the Board of Directors shall be recorded in the minutes, which must be approved by the body itself at the end of the meeting or at the next one. The minutes shall be signed by the Secretary of the Board of Directors or of the meeting, with the approval of the person who acted as Chairman. The minutes will be transcribed in the Minutes Book.

The meetings of the Board of Directors may be held by video-conference, by audio-conference and by electronic means, intranet or Internet, wherever each of its members is located, provided that none of the directors oppose this procedure, that they all have the necessary means to do so, and reciprocally recognise one another, which must be expressed in the minutes of the Board of Directors and in the certification of the resolutions that are issued. In such case, the meeting of the Board of Directors will be considered once-only and held in the place of the registered office.

If any of the members of the Board of Directors finds himself or herself in a situation of conflict of interest, he or she must refrain from deliberating and voting on the resolutions or decisions in which he or she or a related person has a direct or indirect conflict of interest, in accordance with the provisions of the Law. In such cases, it shall be considered for the purposes of quorum and majorities for the adoption of resolutions that the director concerned is not present at the meeting or, if he/she has delegated his/her vote, is not represented at it.

Article 22 - Committees of the Board of Directors and delegation of executive powers.

The Board of Directors may appoint an Executive Committee or one or more managing directors from among its members, without prejudice to the powers of attorney that may be conferred on any person, determining in each case the powers to be conferred. These delegations shall not produce any effect until their registration in the Trade & Companies Register.

By means of Regulations of the Board of Directors or, as the case may be, by resolution of the Board of Directors, specialised committees may be established, the Board determining their composition, appointing their members and establishing the functions assumed by each one of them and, in particular, an Audit and Risk Supervision Committee and an Appointments and Remuneration Committee may be constituted.

Likewise, a Related-Party Transactions Supervision Committee may be constituted with powers of information, advice and proposal in relation to related-party transactions, these being understood as those carried out with directors, shareholders or with the respective persons related to them, as defined in Article 231 of the Corporate Enterprises Act.

The Related-Party Transactions Supervision Committee or, failing that, the Risk Audit and Supervision Committee shall annually produce a detailed report on related-party transactions formalised by the Company with a value greater than €100,000.

In the event that a Related-Party Transactions Supervision Committee is not constituted, its functions shall be assumed by the Audit and Risk Supervision Committee, if the latter has been created.

In no case shall the rendering of accounts and the presentation of balance sheets be delegated to the General Meeting, nor the powers that it grants to the Board of Directors, unless expressly authorised by it, and nor shall any of the functions that cannot be delegated in accordance with the Law.

TITLE IV. FINANCIAL YEAR AND ANNUAL ACCOUNTS.

Article 23 - Financial year.

The financial year shall cover the period from 1 January to 31 December of each year. As an exception, the first year will begin on the date on which the deed of incorporation is executed.

Article 24 - Formulation of Annual Accounts.

The Administrative Body shall formulate, before 31 March of each year, the Annual Accounts, the Management Report and the Proposed Appropriation of Results.

The Annual Accounts shall include those documents that the applicable legislation requires at any given time. These documents, which form a unit, must be drawn up clearly and show a true and fair image of the assets, financial situation and results of the Company, in accordance with the provisions of the Law and the Commercial Code.

The Annual Accounts and the Management Report must be signed by the Company's Administrative Body. If the signature of any of its members should be missing, this shall be indicated in each of the documents in which it is missing, with express indication of the cause.

Within one month of the approval of the Annual Accounts, they will be presented together with the appropriate certification accrediting said approval and appropriation of results, and the audit report, if applicable, for filing in the Trade & Companies Register in the manner determined by law.

Article 25 - Audit.

In the event that it is legally necessary, the Annual Accounts and the Management Report of the Company will be subject to audit. The auditor of the Company's accounts will be an auditing firm of recognised international prestige. However, if the appointment of account auditors is not required in accordance with the provisions of current legal regulations, the Annual Accounts and the Management Report, as well as, where applicable, the Consolidated Annual Accounts and Management Report, will also be submitted for review to an independent auditor appointed by the General Meeting. Said appointment shall be registered in the Trade & Companies Register.

At the request of any of the Company's Directors, the auditor will provide the members of the Administrative Body (or the person they designate) with the documents and working papers of the audit, and the additional explanations or complementary information that they deem necessary.

Article 26 - Appropriation of annual results.

The General Meeting will approve the Annual Accounts and the Management Report and will resolve on the appropriation of the results for the year in accordance with the provisions of the Law. The dividends that, if applicable, it is agreed to distribute, will be distributed among the shareholders in the proportion corresponding to the capital that they have disbursed, payment beg made within the term determined by the Meeting itself.

Any dividends not claimed within a term of five (5) years from the day set for their collection, shall expire in favour of the Company.

The General Meeting or the Administrative Body may agree on the distribution of interim dividends with the limitations and complying with the requirements established in the Law.

TITLE V. DISSOLUTION AND LIQUIDATION.

Article 27 - Dissolution and liquidation.

The Company will be dissolved due to and in accordance with the legally established causes.

With the opening of the liquidation period, the Directors shall cease to hold office and a Sole Liquidator will be appointed. This Sole Liquidator shall hold the office for an indefinite period.

Once all the creditors have been paid or the amount of their claims against the Company consigned, and those not yet due have been insured, the company's assets will be liquidated and divided among the shareholders in accordance with the Law.

TITLE VI. SCOPE OF THESE BYLAWS.

Article 28 - Scope of these Bylaws.

These Bylaws regulate the relations among the shareholders and between them and the Company exclusively in the corporate sphere regulated by the Corporate Enterprises Act and the Commercial Code, or such regulations as may replace them in the future, but they do not regulate in any way the relations, contractual or otherwise, that may exist among the shareholders or between the shareholders and the Company, as buyers and/or sellers, operators or agents of any kind, in the gas market. These relationships shall be governed by their own regulatory rules.

Article 29 - Applicable law.

The Company will be governed by these Bylaws and, in matters not provided in them, by the provisions of the Corporate Enterprises Act and other provisions that are applicable to it. All references contained in these Bylaws to the "Law" shall be understood to be made to the aforementioned Corporate Enterprises Act or such regulations as might replace it in the future.