



**BYLAWS OF  
MIBGAS DERIVATIVES S.A.**

**TITLE I. NAME, CORPORATE OBJECT, DURATION, START OF OPERATIONS AND REGISTERED ADDRESS.****Article 1. Name**

The name of the company is MIBGAS DERIVATIVES S.A. It shall be governed by these Articles of Association and, in matters not covered thereby, by Spain's Corporate Enterprises Act, the Commercial Code, the Trade & Companies Register Regulations and other legal provisions in force or that may be adopted in the future for companies of its class.

**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:

The company's corporate object will consist of carrying out the following activities:

- a) the development of an organised natural gas market.
- b) the development of the necessary management tools for the implementation and operation of an organised, unregulated gas market in which the trading of gas ownership transfer products delivered at the Virtual Balancing Point of the system takes place with a time horizon greater than the last day of the month following the transaction.
- c) the development of the necessary management instruments for the implementation and operation of an organised, unregulated gas market in which the trading of liquefied natural gas ownership transfer products in regasification plant tanks and natural gas in basic underground storage facilities takes place.
- d) the development of the necessary management instruments for the implementation and operation of any of the organised, unregulated gas markets not included in sections a), b) or c) above, including the logistics, storage or transport activities that the organised unregulated gas markets may entail and, in general, the services necessary or linked to organised unregulated natural gas markets. In all circumstances, the direct performance of natural gas storage or transport activities, which according to Spanish legislation are classified as regulated activities, is excluded.
- e) the conducting of studies and provision of information, analysis and monitoring services on the operation of any of the markets included in sections a), b) or c) or the activities referred to in section d) above.
- f) the performance of consulting and technical advisory activities in relation to actions, activities and services to be provided in the field of gas markets and products with gas underlying.
- g) the carrying out of reporting activities to national or European regulatory bodies.
- h) 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.
- i) The company may perform the activities forming part of the corporate object, as specified in the foregoing paragraphs, in whole or in part, either directly or through the ownership of shares and/or equity stakes in companies with an identical or similar corporate object.

j) 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 regulations governing the gas markets at any given time. The company will be established for an indefinite period and will commence operations on the date of its incorporation.

**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 for under 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's registered office shall be at Calle Alfonso XI 6 – 5, 28014 Madrid.

The administrative body (that is, the 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**

The share capital is five hundred thousand euros (€500,00) and is represented by 500,000 ordinary and registered shares of ONE EURO (€1.00) nominal value each, numbered consecutively from 1 to 500,000, both inclusive, fully subscribed and 25% paid up, pursuant to the provisions of Article 79 of Royal Legislative Decree 1/2010 of 2 July 2010 approving the consolidated text of the Corporate Enterprises Act, all of the same class and series. The remaining 75% of each share will be paid in cash within a maximum period of five years, in the manner and at the time established by the management body.

All shares carry and confer on their holders the same rights and obligations.

Shares confer on their legitimate owner the status of shareholder, which implies full and total compliance with the provisions of the law, these Articles of Association and the resolutions validly adopted by the governing bodies of the company, while simultaneously empowering the owner to exercise the rights inherent in said status, pursuant to these Articles of Association and the law.

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

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

Shares will appear in a Register of Nominative Shares that the company shall keep, duly legalised by the Trade & Companies Register, in which the successive transfers of the shares are to be registered, mentioning the first name, surname(s), company name (if applicable), nationality and registered address

of the successive holders, as well as any properly constituted real rights and other encumbrances on them.

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. Transfer of Shares**

Pre-emptive right:

In the event that any of the shareholders intends to sell, assign or otherwise transfer shares of their ownership and/or rights derived from them directly or indirectly, a preferential acquisition right is recognised in favour of the other company shareholders in the terms resulting from the following sections.

Notwithstanding the foregoing, the content of this article shall not apply in the following cases:

- i. Transfer of shares to companies belonging to the same group as the transferring shareholder, provided that the company to which the shares are transferred remains a company of the transferring shareholder's group. For these purposes, the term 'group' shall be understood in the terms outlined in Article 42 of Spain's Commercial Code. However, in such cases, any shareholder who intends to transfer their shares should adequately justify to the other shareholders the existence of these circumstances.

In the event that the company of the transferring shareholder's group to which the shares are transferred ceases to be part of the corresponding group, the transferring shareholder is obliged to reacquire the shares transferred to said company.

- ii. Transfer of shares in favour of MIBGAS S.A.  
A shareholder who intends to transfer their shares in any way (hereinafter "transferring party"), shall notify the Board of Directors of the company of their intention, indicating in the notification, the number of each of the shares that they propose to transfer, the identity of the acquirer, as well as the price and other conditions of the transfer.

Within a maximum period of five (5) business days of receipt of the notification, the Board of Directors shall forward it to the other shareholders. Within thirty (30) business days following receipt of the notification, shareholders shall have the right to acquire the shares for themselves under the same conditions as those indicated in the notification. In the event that there are two or more company shareholders interested in the acquisition of the shares, they may exercise their preferential acquisition right to the shares that are intended to be transferred in proportion to their respective participation in the share capital.

In cases where the planned transfer is for valuable consideration other than a sale or free of charge, the acquisition price will be that agreed upon by the transferor and acquirer and, failing that, the fair value of the shares on the day the intention to transfer was communicated to the company. Fair value shall be understood as that determined by one of the four main international audit firms present in the Spanish

market, selected by agreement between the shareholders or, in the absence of such agreement, by lottery. The auditor's remuneration will be paid by the transferring party.

The exercise of the pre-emptive right must be notified to the company's Board of Directors within the 30-day period provided. In turn, the Board of Directors shall forward the relevant notifications received to the shareholder who intends to transfer the company shares within three (3) business days of their receipt.

Once the pre-emptive right has been exercised, the transfer of the company's shares to the interested shareholder(s) will be carried out within thirty (30) calendar days of the date on which the company communicates to the transferring party the identity of the acquirer(s).

Once the periods set in the previous sections have elapsed without any of the shareholders of the company having exercised their pre-emptive right, the chairperson of the company's Board of Directors may, within twenty (20) working days, notify the shareholder who intends to sell all or part of their shares of the intention of the company to acquire said shares under the proposed conditions in order to amortise them with the corresponding capital reduction, by means of a resolution of a General Meeting that should be convened for this purpose.

The transferor may transfer the shares under the conditions communicated to the company when three months have elapsed since it has informed the company of its intention to transfer without the company having communicated to it the identity of any party interested in exercising its pre-emptive right or its decision to acquire the shares.

The company will not recognise transfers of its shares that do not comply with the provisions of this article, or that have been carried out under conditions other than those notified in accordance with the foregoing paragraphs.

*Mortis causa* or forced transmission.

The same pre-emptive right shall apply in the case of *mortis causa* transfers of shares.

The heirs or legatees will notify the administration body of the acquisition and from that moment the rules of the previous section regarding the time limits for exercising the right will apply; once these time limits have elapsed without the shareholders or the company having expressed their intention to acquire, the appropriate registration of the transfer in the Share Register Book will be carried out.

The same rules will apply in the case of acquisition in judicial or administrative enforcement proceedings, with the time limits starting from the moment the successful bidder or awardee notifies the administration body of the acquisition. In the cases referred to in this section, in order to reject the registration of the transfer in the book of registered shares the company shall present to the offeror one or more acquirers of the shares, who must be the shareholders who have expressed their intention to acquire or, failing that, offer to acquire them itself (in the legally permitted manner) for their fair value at the time the registration was requested, understood as that determined by an auditor other than that of the company, who, at the request of any interested party, is appointed for this purpose by the directors of the company.

Transfer of subscription rights derived from capital increases.

The provisions of the preceding sections shall also apply to the transfer of preferential subscription rights. The time limits established for the different procedures will be reduced proportionally so that they can be completed within the period set in each case for the exercise of the preferential subscription right.

**Article 8. Rights conferred by the shares**

Rights conferred by shares.

The shares confer upon their legitimate holder the status of shareholder and grant them the rights recognised in law and in these Articles of Association.

In the terms established in the law and in these Articles of Association and except in the cases provided for therein, the shareholder shall have at least the following rights:

- a. The right to participate in the distribution of the company's profits and in the assets resulting from its liquidation.
- b. The preferential subscription right in the issue of new shares or bonds convertible into shares.
- c. The right to attend and vote in General Meetings and the right to challenge corporate resolutions.
- d. The right to information.

**TITLE III. CORPORATE BODIES.****Article 9. Corporate bodies**

The governing bodies of the company shall be:

- (a) The General Meeting of Shareholders.
- (b) The Board of Directors.

**GENERAL MEETING****Article 10. 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 rule, if applicable, on the appropriation of the result. The Ordinary General Meeting may also 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 that may deal with any matter and 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 11. The 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 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.

This individual announcement is to be sent at least one (1) month before the date set for the General Meeting, except in those cases in which the law establishes the need for 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(s) making the call should also be indicated. If necessary, the date on which 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 shall be done through a means of reliable notification that is to be received at the registered office within five (5) days of the publication of the call. The supplement to the call shall be published at least fifteen (15) days before the date set for the General Meeting.

The administrative body shall also convene the General Meeting when requested by shareholders holding at least five percent (5%) of the share capital, stating in the request the matters to be discussed at the General Meeting. In such circumstances, the General Meeting shall be convened to be held within two (2) months of the date on which the administrative body is required by a notary public to convene it and should include on the agenda all requested matters.

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

**Article 12. 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 shall 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.

All members of the administrative body should attend General Meetings. The chairperson 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 may revoke such authorisation, however.

**Article 13. Constitution of the General Meeting.**

Except in those cases in which the law mandatorily 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 subscribed capital 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

**14. 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 and 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 conclusion of the meeting.

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 chairperson 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 15. Presiding Panel of the General Meeting.**

The presiding panel of the General Meeting shall be made up of a chairperson and a secretary, appointed by the shareholders in attendance at the beginning of the session. The chairperson 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 chairperson shall direct the meeting and resolve any regulatory doubts that may arise.

**Article 16. Majorities for the adoption of resolutions.**

Each share gives the right to one vote.

In general, 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) any increase or reduction of the company's share capital;
- (ii) a change to the address of the registered office;
- (iii) any other amendment to these Articles of Association;
- (iv) the issue of bonds;
- (v) the transformation, merger, spin-off or global transfer of assets and liabilities and the transfer of the registered office abroad;
- (vi) the acquisition of shares in the company itself;
- (vii) the acquisition, disposal 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;
- (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;

The adoption of the following resolutions shall require the favourable vote of the shares representing at least four fifths (80%) of the share capital:

- (i) 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;
- (ii) any modification that affects the matters reserved to the General Meeting described in this Article 16, those reserved to the Board set forth in Article 19 or the majority necessary to adopt any resolution related thereto; and
- (iii) the creation of new classes of shares, the modification of the rights, preference, privileges and obligations attributed to any class of shares, or the elimination of pre-existing classes of shares;

#### ADMINISTRATIVE BODY

##### **Article 17. The Board of Directors.**

At the discretion of the General Meeting, the company shall be managed by:

- (a) a sole administrator.
- (b) two joint and several administrators.
- (c) two joint administrators.
- (d) a Board of Directors.

The appointment of directors will correspond to the General Meeting.

If the company's Governing Body is a Board of Directors, it shall be governed by the following rules:

The General Meeting will appoint the chairperson of the Board of Directors following the reinforced majority procedure established in Article 16 of these Articles of Association.

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

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

The appointed directors shall hold office for a term of three (3) years, a term that shall be the same for all, 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 Articles of Association.

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

#### **Article 18. Directors' remuneration.**

The Directors shall have the right to receive remuneration based on the company's profits in equal parts among all their number. In this respect, the global and annual remuneration for all the members of the Board of Directors as administrative body shall be one percent (1%) of the net profits of the company, approved by the General Meeting, with the board 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 and to the extent that it is appropriate, in order 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, shall receive fees for attending board meetings 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 19. 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. Both the secretary and the deputy secretary, if any, may be non-directors, in which case they will have voice but no vote.

The power to convene the Board of Directors corresponds to its chairperson or whoever replaces them. In all cases, the Board of Directors shall meet once a quarter, with the exception of the month of August. The Board of Directors will also meet whenever agreed by the chairperson, or whoever acts on their behalf, at least five (5) business days before the date set for the meeting or requested by any of its members. In the event that the meeting is convened urgently, this call period shall be two (2) business days as an exception. In the event of a call request by any director, the chairperson may not delay sending the call

for a period of more than fifteen (15) calendar days to be taken from the date of receipt of the request. Once this period has elapsed, any of the directors who requested the meeting may convene a board meeting in the event that the chairperson 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 member 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. Meetings 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 chairperson or the secretary. The chairperson 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 chairperson, the meeting will be directed by the oldest member.

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

Without prejudice to 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 directors present or duly represented:

- (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 as approved by the Board of Directors;
- (iii) the formalisation 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 as approved by the Board of Directors;
- (iv) the formalisation of any transaction that is beyond 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 as approved by the Board of Directors;
- (v) any increase exceeding 30% of the total remuneration (for any reason, under any head) of the company's employees or consultants, whether individually for each of them or globally;
- (vi) capital increases whose execution has 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;
- (vii) the establishment or acquisition of any subsidiary or branch;
- (viii) 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;
- (ix) the approval of any regulations or operating documents of the Board of Directors;
- (x) the creation of specialist committees of any kind within the Board of 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 four directors who vote in favour of the agreement if seven directors attend; five if nine attend and so on). In the event of a tie, the chairperson 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 should send their vote to the attention of the chairperson 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 chairperson. The minutes will be transcribed in the minutes book.

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. Specialist committees may be established through the Board of Directors Regulations or, as the case may be, by resolution of the Board of Directors. The Board shall determine their composition, appointing their members and establishing the functions assumed by each of them. In particular and where applicable, the organisation and regime of the Audit and the Appointments and Remuneration Committees will conform to the provisions of the Corporate Enterprises Act with respect to listed companies. Under no circumstances may the Board delegate the rendering of accounts and the presentation of balance sheets to the General Meeting or the powers granted to it by the General Meeting, unless it is expressly authorised to do so.

The meetings of the Board of Directors may be held via video-conference, audio-conference and 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 this case, the meeting of the Board of Directors will be considered only once and held in the place of the registered office.

If any member of the Board of Directors is in a situation of conflict of interest, that member must abstain from deliberating and voting. 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 they have delegated their vote, is not represented at it.

#### TITLE IV. FINANCIAL YEAR AND ANNUAL ACCOUNTS

##### **Article 20. Financial year.**

The financial year shall cover the period from 1 January to 31 December of each 12-month period. As an exception, the first year will begin on the date on which the deed of incorporation is executed.

##### **Article 21. Formulation of Annual Accounts.**

The administrative body shall formulate, before 31 March of each year, the annual accounts, the management report and the proposed application 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 Spain's Commercial Code.

The annual accounts and the management report are to 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 22. Audit.**

In the event that it is legally necessary, the company's annual accounts and management report 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 pursuant to 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. This 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 23. Application of annual results.**

The General Meeting shall approve the annual accounts and the management report and will resolve on the application of the results for the year, pursuant to 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 being 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 administrative body or the General Meeting may agree on the distribution of interim dividends within the limitations and in compliance with the requirements established in law.

### **TITLE V. DISSOLUTION AND LIQUIDATION.**

#### **Article 24. 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 ARTICLES OF ASSOCIATION

### **Article 25. Scope of these Articles of Association.**

These Articles of Association regulate the relations among the shareholders and between them and the company exclusively in the corporate sphere regulated by Spain's 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 26. Applicable law.**

The company will be governed by these Articles of Association 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 Articles of Association 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. -----  
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