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Official Notice

Madrid, 18 May 2018

Following the press release published on 22 February 2018, we hereby notify that Repsol, S.A. ("**Repsol**") has transferred today to Rioja Bidco Shareholdings, S.L. Unipersonal 200,858,658 shares of Gas Natural SDG, S.A. ("**Gas Natural**"), representing, approximately, 20.072% of Gas Natural's share capital, for a total price of EUR 3,816,314,502, which is equivalent to EUR 19 per share, all in accordance with what was established in the share purchase agreement signed on 22 February 2018.

The aforementioned transfer has taken place following the verification of the fulfilment or waiver of the conditions precedent upon which the share purchase agreement was conditional. These conditions were communicated in the aforementioned press release of 22 February 2018.

Due to this transfer, Repsol is no longer a shareholder of Gas Natural and, consequently, has ceased to be a party to the shareholders agreement signed on 12 September 2016 with Criteria Caixa, S.A.U. and GIP III Canary 1, S.À R.L., that was communicated by official notice on that same date.

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