
EXHIBIT I

Corporate Governance Code

Information as of December 31, 2009

SCOPE OF APPLICATION OF THE CODE

1. Relations among Related Parties

The Code of Conduct of Transportadora de Gas del Sur S.A. (hereinafter, TGS or "the Company"), approved by the Board of Directors in its meeting held on March 12, 2004, sets forth specific provisions in connection with transactions with Related Parties (included in item 5.03 Part B of the aforementioned Code). In accordance with the provisions thereof *“every transaction the Company conducts with a related party shall be considered as if it were conducted with an independent party. Therefore, every Employee that effects a transaction on behalf of TGS with a related party, shall be bound by the same terms and conditions as in a transaction executed with an independent party”*.

Additionally, and in compliance with article 73 of Decree 677/01, the Code of Conduct of the Company establishes that: *“Any transaction between TGS and any related party that involves an amount superior to 1% of the shareholders equity shall require previous approval by the Audit Committee”*.

In connection with reporting duties, it is worth mentioning that the notes to the quarterly financial statements of the Company include a detailed breakdown of transactions and balances with related parties.

Based on the considerations above, the Company believes that it has fully complied with this recommendation.

2. Incorporation in Corporate Bylaws

The Board of Directors does not contemplate the incorporation of the Corporate Governance Code in its Corporate Bylaws as it believes that current legislation (Law 19,550 of Business Entities, and the decrees and resolutions thereof), in addition to the Company’s internal regulations (Code of Conduct and Anti-Fraud Policy) and the Audit Committee Internal Regulations (approved by the Shareholders Meeting) comprise all the required procedures to ensure good Corporate Governance practices.

With reference to the incorporation in the Corporate Bylaws of provisions to govern the disclosure of the personal interests of the members of the Board of Directors in matters they have to settle, Section 3 Part A of the Code of Conduct of the Company, specifically provides guidelines for the identification and settlement of conflicts of interest.

OF THE BOARD OF DIRECTORS – OVERVIEW-

3. Responsible for the Corporate Strategy

TGS Board of Directors is responsible for the management of the Company and approves corporate policies and strategies.

Specifically, the Board of Directors:

- a) Approves the annual budget and monitors the fulfillment of the goals of the Company 's management;
- b) Approved the current investment policy. In connection with financial policies, there are formal policies issued by the top management. Nevertheless, every significant financial decision requires Board of Directors' approval.
- c) Approved internal procedures such as the Code of Conduct and the Anti-Fraud Policy, which deal with corporate governance matters.
- d) Approved Corporate Responsibility Policy on December 18, 2008.
- e) Its has internal procedures that reflect a system devised to identify, assess and monitor strategic risks, as well as procedures and reports that ensure the regular follow-up of the internal reporting and control systems.
- f) Relies on periodic training adapted to suit the needs of its members and the management team.

For all the reasons given above, the Company believes that this recommendation has been fully met.

4. Management Control

The Board of Directors effectively verifies the implementation of strategies and policies in management control, including compliance with the approved budget, operative, commercial and financial plans and goals and management's performance in the fulfillment of said plans and goals. Compliance with the aforementioned is disclosed in detailed reports submitted to the

Board of Directors, in which the Management of the Company provides a breakdown of the budget follow-up and budget variations.

Based on the above, the Company believes that this recommendation has been fully met.

5. Information and Internal Controls. Risk Management

The Company's internal procedures are devised to manage the several risks to which it is exposed. The methodology included in internal procedures stipulates presentations to the Board of Directors and the Audit Committee. The aforementioned procedures include:

- Procedures for strategic risks analysis.
- Procedures for the assessment of financial reporting risks (in line with the provisions of the Sarbanes Oxley Act and the regulations issued by the Securities and Exchange Commission of the United States, to which the Company is bound due to the public listing of its securities).
- Procedures for fraud risks assessment.
- Internal audit procedures, that govern the design of audit plans to monitor internal control risks.
- Procedures related to the monitoring of risks related to environmental, quality and safety matters (in line with ISO 9001/14001 and OHSAS 18001 standards, adopted by the Company).

The application of these procedures involves an ongoing supervision to verify that best practices standards are met.

For all the reasons given above, the Company believes that this recommendation has been fully met.

6. Audit Committee

Audit Committee members may be proposed by any member of the Board of Directors, including the Chairman. Audit Committee regulations stipulates that all its members shall be independent.

Based on the above, the Company believes that this recommendation has been fully met.

7.

Number of members of the Board of Directors

The Board of Directors is composed by nine members, which is considered enough. This composition includes three independent members, which is also considered sufficient.

The Board of Directors has only constituted the Audit Committee, in compliance with current regulations requirements. The functions that would be performed by other committees are conducted by the Management of the Company and supervised by the Board of Directors.

Based on the above, the Company believes that this recommendation has been partially met.

8. Composition of the Board of Directors

There is no specific policy for the composition of the Board of Directors.

Currently, it is composed by three members that perform management duties in related companies.

9. Participation in other companies

The Board of Directors considers that, as long as its members fully comply with their responsibilities, there is no need to restrict the number of entities in which they perform their duties.

10. Board of Directors Performance Evaluation

The Shareholders' Meeting conducts annual evaluations on the performance of the Directors, and also approves the Annual Report in which the Board of Directors discusses the results of its management.

11. Directors' training and development

There are several training activities aimed at:

- Management Staff: technical training and updates and management tools.
- Audit Committee and members of the Board of Directors in general: regulatory issues updates and/or technical updates related to the businesses of the Company.

Based on the above, the Company believes that this recommendation has been partially met

INDEPENDENCY OF DIRECTORS

12. Independent Directors

The reasons for the need that each member of the Board of Directors should be independent are disclosed in the General Shareholders Meeting. The appointed independent directors comply with the independence requirements required by the aforementioned Committee.

13. Appointment of Management Executives

The Board of Directors deems advisable to disclose the reasons for the appointment through the relevant information disclosure channels that the Company already has.

Based on the above, the Company believes that this recommendation has been partially met.

14. Proportion of Independent Directors

Item N° 1) of the Company's Audit Committee Regulations (approved by the Board of Directors at its meeting held on March 12, 2004) sets forth that said Committee shall be composed by three members of the Board of Directors, of which : "*..all or at least most of its members shall be independent under the terms of current legislation according to the criteria outlined by the Securities and Exchange Commission (SEC) and the Comisión nacional de Valores(CNV) of Argentina*"

Regarding the disclosure of the proportion of executive directors, non- executive directors and independent directors, it is documented in the transcription of the Shareholders Meetings where the Directors are appointed.

Based on the above, the Company believes that this recommendation has been fully met.

15. Independent Directors Meetings

Exclusive Independent Directors meetings shall occur within the scope of the Audit Committee.

The Chairman of the Board of Directors is not independent. On the other hand, all the Audit Committee members are independent and a leader is appointed to conduct their work.

The Board of Directors Meeting Agenda is agreed upon by all its members, who can propose matters for discussion.

16. Information to shareholders

The Company has a specific department to deal with investors and shareholders. The staff of this department represents TGS in informative meetings with shareholders that request them.

Based on the above, the Company believes that this recommendation has been fully met.

17. Handling of Shareholders' queries and concerns

Shareholders queries and concerns are handled by staff of the Investor Relations Department through the different channels available for such purposes.

In compliance with current regulations, the Company, on a quarterly basis, issues press releases to provide information on the results of its performance, among others, to shareholders in general, social entities and regulating bodies.

Based on the above, the Company believes that this recommendation has been fully met.

18. Participation of Minority Shareholders in Shareholders' Meetings

The Board of Directors encourages the participation of minority shareholders through the compliance of the dispositions of the Law 19,550 of Business Entities and the Buenos Aires Stock Exchange, through the disclosure of the Shareholders' Meeting's relevant information.

19. Control Market

At the Shareholders' Meeting held on April 2 2004, the Company decided not to adopt the Public Bid Acquisition Regime.

20. Dividends Policy

The Board of Directors has not outlined a dividends policy. It annually evaluates the convenience of submitting a distribution proposal to the Shareholders' Meetings. In order to formulate the mentioned proposal, the Board of Directors considers the results of the year, the liquidity of the Company, the future financing needs and other considerations that include economic-financial projections for both the Company and the overall macroeconomic context.

RELATIONS WITH THE COMMUNITY

21. Disclosure of Information by Internet

The Company has devised a full web site (www.tgs.com.ar) in which all TGS stakeholders can obtain information related to TGS and also send their enquiries, which are dealt with by staff of the Investor Relations department.

Based on the above, the Company believes that this recommendation has been fully met.

22. Site Requirements

To ensure the confidentiality and integrity of the information disclosed by electronic means, the Company relies on several internal regulations, which include, among others, measures to provide security in access to cryptic information. Among other measures, the Company has also developed internal procedures to promote the conservation and recording of the information through disks and redundancy hardware (main units) and the replication of critical data bases with external data bases to ensure the business continuity.

Based on the above, the Company believes that this recommendation has been fully met.

COMMITTEES

23. Committee chaired by an Independent Director

The Audit Committee Regulations mentions in its item N° 1), that its members (independent in its totality or majority) shall designate a Chairman by majority decision.

Based on the above, the Company believes that this recommendation has been fully met.

24. Rotation of Statutory Auditors and External Auditors

Regarding the rotation of the members of the Audit Committee, the Board of Directors believes it is not necessary to have a specific policy, as its composition is annually renewed.

In connection with External Audit companies, the Company observes the regulations in force that demand the rotation of the partner in charge of the audit.

The Audit Committee oversees the independence of external auditors, reviews its plans and evaluates its performance.

Based on the above, the Company believes that this recommendation has been fully met.

25. Double character of Statutory Auditor and External Auditor

The members of the Audit Committee neither perform as External Auditors nor do they belong to the company that renders External Auditors services.

Based on the above, the Company believes that this recommendation has been fully met.

26. Compensation Systems

The Board of Directors has not set down a Compensations Committee. The outlining and application of compensation policies, benefits and others shall be conducted as follows:

- Board of Directors Members: their compensation shall be determined at the General Shareholders' Meeting.
- Top Management Members: their compensation shall be determined in accordance with policies approved by the Board of Directors, with the consensus of the CEO.
- For the other members of the management staff: their compensation shall be determined through delegation to the Human Resources Department and within the framework of approved policies.

The Company has not granted their employees share purchase options.

27. Appointment Committee and Corporate Governance

The Company does not have an Appointment Committee. The Shareholders Meeting is in charge of the appointment of members of the Board of Directors. The board of Directors, on the other hand, sets the criteria for the appointment, succession and performance evaluation of both the CEO and other members of the Senior Management.

The Company does not have a Corporate Governance Committee either. However, the Board of Directors is responsible for the development of procedures related to good practices in Corporate Governance. Eventually, in minor procedures, it can delegate its design to the Management Control and Corporate Governance Department.

28. Anti-discriminatory Policy in the composition of the Board of Directors

The Code of Conduct of the Company, approved by the Board of Directors and also applicable to its members, includes provisions to avoid discrimination in all its expressions.

Based on the above, the Company believes that this recommendation has been fully met.