



NATURGY ENERGY GROUP, S.A.

NATURGY ENERGY GROUP, S.A. (the “**Guarantor**” or “**Naturgy**”) in compliance with the provisions of Article 17 of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and Article 226 of the Securities Market Act, approved by Royal Legislative Decree 4/2015, of 23 October (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*) hereby notifies the following:

REGULATORY ANNOUNCEMENT

Further to its announcements on 19 November 2019 and 27 November 2019, Naturgy Capital Markets, S.A. (formerly, Gas Natural Capital Markets, S.A.) (“**NCM**”) and Naturgy Finance B.V. (formerly, Gas Natural Fenosa Finance B.V.) (“**NF**”, and together with NCM, the “**Issuers**” and each an “**Issuer**”) hereby announce the final results and pricing of NCM’s invitation to holders of its €750,000,000 5.125 per cent. Guaranteed Notes due November 2021 (ISIN: XS0458749826) (the “**November 2021 Notes**”) and €1,000,000,000 1.125 per cent. Guaranteed Notes due 11 April 2024 (ISIN: XS1590568132) (the “**NC January 2024 Notes**”, and together with the November 2021 Notes, the “**NCM Notes**”), and NF’s invitation to holders of its €500,000,000 3.500 per cent. Guaranteed Notes due 15 April 2021 (ISIN: XS0981438582) (the “**April 2021 Notes**”), €750,000,000 3.875 per cent. Guaranteed Notes due 2022 (ISIN: XS0914400246) (the “**April 2022 Notes**”), €600,000,000 3.875 per cent. Guaranteed Notes due 2023 (ISIN: XS0875343757) (the “**January 2023 Notes**”), €200,000,000 2.625 per cent. Guaranteed Notes due 8 May 2023 (ISIN: XS1062909624) (the “**May 2023 Notes**”), €500,000,000 2.875 per cent. Guaranteed Notes due 11 March 2024 (ISIN: XS1041934800) (the “**March 2024 Notes**”) and €500,000,000 1.375 per cent. Guaranteed Notes due 21 January 2025 (ISIN: XS1170307414) (the “**January 2025 Notes**”, and together with the April 2021 Notes, the April 2022 Notes, the January 2023 Notes, the May 2023 Notes, the March 2024 Notes, the “**NF Notes**”, and together with the NCM Notes, the “**Notes**”), in each case guaranteed by Naturgy Energy Group, S.A. (formerly, Gas Natural SDG, S.A.) (the “**Guarantor**”) to offer to sell Notes to NCM or NF, as applicable, for cash at the relevant Purchase Price (the “**Solicitation of Offers to Sell**”).

The Solicitation of Offers to Sell was made upon the terms and subject to the conditions contained in a tender offer memorandum dated 19 November 2019 (the “**Memorandum**”) prepared in connection with the Solicitation of Offers to Sell. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Memorandum.

Summary of Results and Pricing

Following the expiration of the Solicitation of Offers to Sell at 4:00 p.m. (London time) on 26 November 2019 (the “**Expiration Date**”), the Issuers hereby announce that:

- (i) NCM has accepted for purchase EUR293,850,000 in aggregate principal amount of the NCM Notes in accordance with the terms and conditions of the Solicitation of Offers to Sell;
- (ii) NCM has accepted in full with no pro-rata all Offers to Sell in respect of the NCM Notes which were validly submitted by the Expiration Date;

- (iii) NF has accepted for purchase EUR359,500,000 in aggregate principal amount of the NF Notes in accordance with the terms and conditions of the Solicitation of Offers to Sell; and
- (iv) NF has accepted in full with no pro-ration all Offers to Sell in respect of the NF Notes which were validly submitted by the Expiration Date.

The Purchase Price for each Series of Notes accepted for purchase was determined at or around 1:00 p.m. (London time) today in accordance with the terms set out in the Memorandum (i) in respect of the April 2021 Notes, November 2021 Notes, April 2022 Notes, January 2023 Notes and the May 2023 Notes, by the Joint Dealer Managers by reference to the relevant Purchase Yield and (ii) in respect of the NC January 2024 Notes, March 2024 Notes and January 2025 Notes by reference to the sum of the Reference Benchmark Yield and the Purchase Spread, as follows:

Description of Notes / ISIN	Issuer	Maturity Date	Aggregate principal amount accepted	Reference Benchmark	Reference Benchmark Yield	Purchase Spread	Purchase Yield	Purchase Price (expressed as a percentage)	Purchase Price (per Minimum Denomination)
April 2021 Notes / XS0981438 582	NF	15 April 2021	€23,300,000	Not Applicable	Not Applicable	Not Applicable	-0.35 per cent.	105.336	€105,335.81
November 2021 Notes / XS0458749 826	NCM	2 November 2021	€36,150,000	Not Applicable	Not Applicable	Not Applicable	-0.30 per cent.	110.511	€55,255.64
April 2022 Notes / XS0914400 246	NF	11 April 2022	€37,300,000	Not Applicable	Not Applicable	Not Applicable	-0.25 per cent.	109.814	€109,813.94
January 2023 Notes / XS0875343 757	NF	17 January 2023	€65,600,000	Not Applicable	Not Applicable	Not Applicable	-0.15 per cent.	112.666	€112,665.99
May 2023 Notes / XS1062909 624	NF	8 May 2023	€45,700,000	Not Applicable	Not Applicable	Not Applicable	-0.10 per cent.	109.402	€109,402.35
NC January 2024 Notes / XS1590568 132	NCM	11 April 2024 (with a first optional call date on 11 January 2024)	€257,700,000	January 2024 Interpolated Mid-Swap Rate	-0.280 per cent.	15bps	-0.130 per cent.	105.188	€105,188.16
March 2024 Notes / XS1041934 800	NF	11 March 2024	€88,200,000	March 2024 Interpolated Mid-Swap Rate	-0.272 per cent.	15bps	-0.122 per cent.	112.881	€112,881.46
January 2025 Notes / XS1170307 414	NF	21 January 2025	€99,400,000	January 2025 Interpolated Mid-Swap Rate	-0.234 per cent.	15bps	-0.084 per cent.	107.530	€107,530.36

Settlement

On the Settlement Date, the relevant Issuer will pay, or procure the payment of, the relevant Purchase Price plus Accrued Interest to all Noteholders whose Offers to Sell have been validly accepted by that Issuer pursuant to the Terms and Conditions, subject to receipt of the relevant Notes. The Settlement Date is expected to be 28 November 2019.

Notes in respect of which an Issuer has not accepted an Offer to Sell will remain outstanding subject to the terms and conditions of such Notes.

Further Information

A complete description of the terms and conditions of the Solicitation of Offers to Sell is set out in the Memorandum. CaixaBank, S.A., Citigroup Global Markets Limited and Crédit Agricole Corporate and Investment Bank are the Joint Dealer Managers for the Solicitation of Offers to Sell.

Requests for information in relation to the Solicitation of Offers to Sell should be directed to:

JOINT DEALER MANAGERS

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Attn: Liability Management Group

Crédit Agricole Corporate and Investment Bank

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Telephone: +44 20 7214 5903
Email: liability.management@ca-cib.com

Attn: Liability Management

A copy of the Memorandum is available to eligible persons upon request from the Tender Agent:

THE TENDER AGENT

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Further details relating to the contents of this announcement can be obtained from:

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