



Julián Martínez-Simancas
General secretary and secretary of the Board of Directors

Bilbao, 11 November 2013

To the National Securities Market Commission

Re: Exchange of notes in the euromarket

Dear Sirs,

Pursuant to article 82 of *Law 24/1988 of 28 July on the Securities Market (Ley 24/1988, de 28 de julio, del Mercado de Valores)* and related provisions, and in connection with our notice of significant event (*comunicación de hecho relevante*) of 30 October 2013 (official registry number 194,595) (the “**Initial Notice**”), we hereby inform you that, on 13 November 2013, 5,000 notes corresponding to Series 105, to be issued on the same date by Iberdrola International B.V., with the irrevocable and unconditional guarantee of Iberdrola, S.A. (“**Iberdrola**”), due 31 January 2022 (ISIN Code XS0990109240), will be exchanged for:

- 5,332 Series 80 notes due 25 November 2015 (ISIN Code XS0400006234); and
- 2,327 Series 96 notes due 25 January 2016 (ISIN Code XS0693855750),

all of them issued by Iberdrola Finanzas, S.A. Unipersonal, with the irrevocable and unconditional guarantee of Iberdrola (the “**Exchange**”).

Citigroup Global Markets Limited has accepted to acquire the referred notes in accordance with the terms and conditions set forth in the Tender Offer Memorandum dated 30 October 2013 referred to in the Initial Notice.

Following the execution of the Exchange, the Series 80 notes and Series 96 notes so acquired will be amortized and cancelled. Therefore, the outstanding notes will be:

- 11,904 notes under Series 80; and
- 5,271 notes under Series 96;

Please be advised of all of the foregoing for the appropriate purposes.

Yours faithfully,

General secretary and secretary of the Board of Directors

NOTICE. This document is a translation of a duly approved Spanish-language document, and is provided for informational purposes only. In the event of any discrepancy between the text of this translation and the text of the original Spanish-language document which this translation is intended to reflect, the text of the original Spanish-language document shall prevail.

IMPORTANT INFORMATION

This communication does not constitute an offer to purchase, sell or exchange or the solicitation of an offer to purchase, sell or exchange any security. The shares of IBERDROLA, S.A. may not be offered or sold in the United States of America, except pursuant to an effective registration statement under the Securities Act or pursuant to a valid exemption from registration.

This communication contains forward-looking information and statements about Iberdrola, S.A., including financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, capital expenditures, synergies, products and services, and statements regarding future performance. Forward-looking statements are statements that are not historical facts and are generally identified by the words “expects”, “anticipates”, “believes”, “intends”, “estimates” and similar expressions.

Although Iberdrola, S.A. believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of Iberdrola, S.A. shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Iberdrola, S.A., that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public documents sent by Iberdrola, S.A. to the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*).

Forward-looking statements are not guarantees of future performance. They have not been reviewed by the auditors of Iberdrola, S.A. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date they were made. All subsequent oral or written forward-looking statements attributable to Iberdrola, S.A. or any of its members, directors, officers, employees or any persons acting on its behalf are expressly qualified on its entirety by the cautionary statement above. All the forward looking statements included herein are based on information available to Iberdrola, S.A. on the date hereof. Except as required by applicable law, Iberdrola, S.A. does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.