

**CITIGROUP ANNOUNCES FINAL RESULTS AND PRICING OF TENDER OFFER  
FOR NOTES ISSUED BY GAS NATURAL CAPITAL MARKETS, S.A. AND  
GUARANTEED BY GAS NATURAL SDG, S.A.**

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London, 5 April 2017.

Further to its announcements on 28 March 2017 and 5 April 2017, Citigroup Global Markets Limited ("**Citigroup**") hereby announces the final results and pricing of its invitation to holders of the (i) €700,000,000 4.125 per cent. Guaranteed Notes due January 2018 (XS0479541699) (the "**January 2018 Notes**"); (ii) €750,000,000 5.00 per cent. Guaranteed Notes due 2018 (XS0741942576) (the "**February 2018 Notes**"); (iii) €850,000,000 4.500 per cent. Guaranteed Notes due January 2020 (XS0479542580) (the "**4.500 per cent. January 2020 Notes**"); (iv) €800,000,000 6.00 per cent. Guaranteed Notes due 2020 (XS0829360923) (the "**6.00 per cent. January 2020 Notes**"); and (v) €750,000,000 5.125 per cent. Guaranteed Notes due November 2021 (XS0458749826) (the "**2021 Notes**" together with the January 2018 Notes, the February 2018 Notes, the 4.500 per cent. January 2020 Notes and the 6.00 per cent. January 2020 Notes, the "**Notes**" and each a "**Series**") issued by Gas Natural Capital Markets, S.A. (the "**Issuer**") and guaranteed by Gas Natural SDG, S.A. (the "**Guarantor**") to offer to sell Notes to Citigroup 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 28 March 2017 (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.

**Satisfaction of the New Notes Condition and Summary of Results and Pricing**

Following the expiration of the Solicitation of Offers to Sell at 4:00 p.m. (London time) on 4 April 2017 (the "**Expiration Date**"), Citigroup hereby announces that: (i) the New Notes Condition has been satisfied, (ii) it has accepted for purchase EUR1,000,000,000 in aggregate principal amount of the Notes in accordance with the terms and conditions of the Solicitation of Offers to Sell, (iii) in respect of the January 2018 Notes, it has accepted Offers to Sell which were validly submitted by the Expiration Date on a pro-rata basis, with the pro-ration factor in respect of the January 2018 Notes of 64.50%, (iv) in respect of the February 2018 Notes, it has accepted Offers to Sell which

were validly submitted by the Expiration Date on a pro-rata basis, with the pro-ration factor in respect of the February 2018 Notes of 64.45%, (v) in respect of the 4.500 per cent. January 2020 Notes, it has accepted in full all Offers to Sell which were validly submitted by the Expiration Date, (vi) in respect of the 6.00 per cent. January 2020 Notes, it has accepted in full all Offers to Sell which were validly submitted by the Expiration Date and (vii) in respect of the 2021 Notes, it has accepted in full all Offers to Sell which were validly submitted by the Expiration Date.

The Purchase Price for each Series of Notes accepted for purchase was determined at or around 2:00 p.m. (London time) today in accordance with the terms set out in the Memorandum (i) in respect of the 2021 Notes, by reference to the sum of the Reference Benchmark Yield and the Purchase Spread and (ii) in respect of the January 2018 Notes, February 2018 Notes, 4.500 per cent. January 2020 Notes and 6.00 per cent. January 2020 Notes, determined by the Joint Dealer Managers by reference to the relevant Purchase Yield, as follows:

Description of Notes / ISIN	January 2018 Notes (XS0479541699)	February 2018 Notes (XS0741942576)	4.500 per cent. January 2020 Notes (XS0479542580)	6.00 per cent. January 2020 Notes (XS0829360923)	2021 Notes (XS0458749826)
<b>Maturity Date</b>	26 January 2018	13 February 2018	27 January 2020	27 January 2020	2 November 2021
<b>Minimum Denomination</b>	EUR50,000	EUR100,000	EUR50,000	EUR100,000	EUR50,000
<b>Aggregate principal amount accepted</b>	EUR187,300,000	EUR164,200,000	EUR163,750,000	EUR365,600,000	EUR119,150,000
<b>Pro-Ration Factor (if applicable)</b>	64.50%	64.45%	N/A	N/A	N/A
<b>Reference Benchmark</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable	2021 Interpolated Mid-Swap Rate
<b>Reference Benchmark Yield</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable	0.111%
<b>Purchase Spread</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable	5 bps
<b>Purchase Yield</b>	-0.25%	-0.25%	-0.10%	-0.10%	0.161%
<b>Accrued Interest (expressed as a percentage)</b>	0.780%	0.712%	0.851%	1.134%	2.176%
<b>Purchase Price (expressed as a percentage)</b>	103.545%	104.513%	112.955%	117.180%	122.609%
<b>Accrued Interest (per Minimum Denomination)</b>	€389.90	€712.33	€425.34	€1,134.25	€1,088.18
<b>Purchase Price (per Minimum Denomination)</b>	€51,772.66	€104,513.30	€56,477.72	€117,180.03	€61,304.71

## Settlement

On the Settlement Date, Citigroup will pay, or procure the payment of, the applicable Purchase Price plus Accrued Interest to all Noteholders whose Offers to Sell have been validly accepted by Citigroup pursuant to the Terms and Conditions. The Settlement Date is expected to be 6 April 2017.

Notes in respect of which Citigroup 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. Citigroup Global Markets Limited, Banco Bilbao Vizcaya Argentaria, S.A., BNP Paribas and CaixaBank, S.A. 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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<p><b>CaixaBank, S.A.</b> Debt Capital Markets Castellana 7, 7th floor 28046 Madrid Spain</p> <p>Tel: + 34 91 700 56 08 /09 / 10 Attention: Miguel Lafont, Antonio Sanz-Pastor, Alvaro Aguilar</p>	<p><b>Citigroup Global Markets Limited</b> Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom</p> <p>Telephone: +44 20 7986 8969 Email: <a href="mailto:liabilitymanagement.europe@citi.com">liabilitymanagement.europe@citi.com</a> Attn: Liability Management Group</p>

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

**THE TENDER AGENT**

**Lucid Issuer Services Limited**

Tankerton Works  
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London WC1H 8HA  
United Kingdom

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Attention: Enrique Berenguer Marsal (Sole Director)