

GAS NATURAL SDG, S.A

GAS NATURAL SDG, S.A. (la “**Sociedad**” o “**Gas Natural Fenosa**”), de conformidad con lo previsto en el artículo 17 del Reglamento (UE) 596/2014 del Parlamento Europeo y del Consejo de 16 de abril de 2014 sobre el abuso de mercado, y en el artículo 228 del texto refundido de la Ley de Mercado de Valores, aprobado mediante Real Decreto Legislativo 4/2015, de 23 de octubre, comunica la siguiente

INFORMACIÓN RELEVANTE

Como continuación a nuestra comunicación de información relevante a la CNMV el 28 de marzo de 2017 (número de registro oficial 250.049) y 5 de abril de 2017 (número de registro oficial 250.340), Citigroup Global Markets Limited (el “**Oferente**”) anuncia los resultados finales de la invitación a la presentación de ofertas de venta (el “**Proceso de Solicitud de Ofertas de Venta**” o la “**Invitación**”) con carácter voluntario dirigida a todos los tenedores de las obligaciones emitidas por Gas Natural Capital Markets, S.A. (el “**Emisor**”) y garantizadas por la Sociedad que se detallan a continuación:

- (i) Emisión de obligaciones simples garantizadas (*Guaranteed Notes*) por importe de 700.000.000€ al 4,125% con vencimiento en enero de 2018 (XS0479541699) (los “**Valores de Enero 2018**”);
- (ii) Emisión de obligaciones simples garantizadas (*Guaranteed Notes*) por importe de 750.000.000€ al 5,00% con vencimiento en 2018 (XS0741942576) (los “**Valores de Febrero 2018**”);
- (iii) Emisión de obligaciones simples garantizadas (*Guaranteed Notes*) por importe de 850.000.000 al 4,500% con vencimiento en enero de 2020 (XS0479542580) (los “**Valores de 4,500 por ciento Enero 2020**”);
- (iv) Emisión de obligaciones simples garantizadas (*Guaranteed Notes*) por importe de 800.000.000€ la 6,00% con vencimiento en 2020 (XS0829360923) (los “**Valores de 6,00 por ciento Enero 2020**”); y
- (v) Emisión de obligaciones simples garantizadas (*Guaranteed Notes*) por importe de 750.000.000€ al 5,125 % con vencimiento en noviembre de 2021 (XS0458749826) (los “**Valores de 2021**” conjuntamente con los Valores de Enero 2018, los Valores de Febrero 2018, los Valores de 4,500 por ciento Enero 2020 y los Valores de 6,00 por ciento Enero 2020, los “**Valores de la Invitación**”).

El Proceso de Solicitud de Ofertas de Venta se llevó a cabo de conformidad con los términos recogidos en un documento de solicitud de ofertas de venta

denominado Tender Offer Memorandum de fecha 28 de marzo de 2017 (el “**Documento de Solicitud de Ofertas de Venta**”) preparado en relación con el Proceso de Solicitud de Ofertas de Venta. Los términos en inglés y en mayúsculas empleados en este anuncio pero no definidos en el mismo tienen el significado otorgado a los mismos en el Documento de Solicitud de Ofertas de Venta.

Emisión de las Nuevas Obligaciones y Resumen de los resultados y precio

Una vez concluido el Proceso de Solicitud de Ofertas de Venta a las 4.00 p.m. (hora de Londres) del 4 de abril de 2017 (*Expiration Time*) (el “**Tiempo Límite**”), el Oferente anuncia que (i) la fijación de los términos de las Nuevas Obligaciones con carácter previo a la Fecha de Aceptación y a la firma del contrato de suscripción a ser suscrito en relación con la emisión de las mismas ha tenido lugar, quedando en consecuencia cumplida la condición a la que estaba sujeto el Proceso de Solicitud de Ofertas de Venta, (ii) ha aceptado la compra de Valores de la Invitación por un importe nominal total de 1.000 millones de euros (1.000.000.000€) de conformidad con los términos y condiciones del Proceso de Solicitud de Ofertas de Venta, (iii) con respecto a los Valores de Enero 2018, ha aceptado de manera proporcional las Ofertas de Venta en relación con los Valores de Enero 2018 que hayan sido válidamente presentadas hasta el Tiempo Límite aplicando un factor de prorrateo indicativo de aproximadamente el 64,50 por ciento respecto de las mismas (iv) con respecto a los Valores de Febrero 2018, ha aceptado de manera proporcional las Ofertas de Venta en relación con los Valores de Febrero 2018 que hayan sido válidamente presentadas hasta el Tiempo Límite aplicando un factor de prorrateo indicativo de aproximadamente el 64,45 por ciento respecto de las mismas, (v) con respecto a los Valores de 4,500 por ciento Enero 2020, ha aceptado todas las Ofertas de Venta (*Offers to Sell*) en relación con los Valores de 4,500 por ciento Enero 2020 que hayan sido válidamente presentadas hasta el Tiempo Límite, (vi) con respecto a los Valores de 6,00 por ciento Enero 2020, ha aceptado todas las Ofertas de Venta (*Offers to Sell*) en relación con los Valores de 6,00 por ciento Enero 2020 que hayan sido válidamente presentadas hasta el Tiempo Límite y (vii) con respecto a los Valores de 2021, ha aceptado todas las Ofertas de Venta (*Offers to Sell*) en relación con los Valores de 2021 que hayan sido válidamente presentadas hasta el Tiempo Límite.

El Precio de Compra (*Purchase Price*) de cada uno de los Valores de la Invitación aceptados para su compra se ha determinado hoy a las (o alrededor de las) 2.00 p.m. (hora de Londres) de conformidad con los términos del Documento de Solicitud de Ofertas de Venta por referencia a la suma del (i) en el caso de los Valores de 2021, la correspondiente Rentabilidad del Valor de Referencia (*Reference Benchmark Yield*) y correspondiente Diferencial Fijo (*Purchase Spread*) y (ii) respecto a los Valores de Enero 2018, los Valores de Febrero 2018, los Valores de 4,500

por ciento Enero 2020 y los Valores de 6,00 por ciento Enero 2020 se ha determinado por los Dealer Managers por referencia a la correspondiente Rentabilidad al Fijo (*Purchase Yield*), de la siguiente manera:

Descripción de los Valores de la Invitación / ISIN	Valores de Enero 2018 (XS0479541699)	Valores de Febrero 2018 (XS0741942576)	Valores de 4,500 por ciento Enero 2020 (XS0479542580)	Valores de 6,00 por ciento Enero 2020 (XS0829360923)	Valores de 2021 (XS0458749826)
Fecha de Vencimiento	26 de enero de 2018	13 de febrero de 2018	27 de enero de 2020	27 de enero de 2020	2 de noviembre de 2021
Importe nominal unitario	EUR50.000	EUR100.000	EUR50.000	EUR100.000	EUR50.000
Importe nominal total aceptado para su compra	EUR187.300.000	EUR164.200.000	EUR163.750.000	EUR365.600.000	EUR119.150.000
Factor de prorrateo Indicativo (si aplicable)	64,50%	64,45%	No aplicable	No aplicable	No aplicable
Valor de Referencia (<i>Reference Benchmark</i>)	No aplicable	No aplicable	No aplicable	No aplicable	Tipo interpolado del Mid-Swap 2021
Rentabilidad del Valor De Referencia (<i>Reference Benchmark Yield</i>) (expresado en un porcentaje)	No aplicable	No aplicable	No aplicable	No aplicable	0,111%
Diferencial Fijo (<i>Purchase Spread</i>)	No aplicable	No aplicable	No aplicable	No aplicable	5 bps
Rentabilidad de Compra (<i>Purchase Yield</i>) (expresado en un porcentaje)	(0,25)%	(0,25)%	(0,10)%	(0,10)%	0,161%

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Intereses Devengados (expresado en un porcentaje)	0,780%	0,712%	0,851%	1,134%	2,176%
Precio de Compra (<i>Purchase Price</i>) (expresado en un porcentaje)	103,545%	104,513%	112,955	117,180%	122,609%
Intereses Devengados (por importe nominal unitario)	EUR389,90	EUR712,33	EUR425,34	EUR1.134,25	EUR1.088,18
Precio de Compra (por importe nominal unitario)	EUR51.772,66	EUR104.513,30	EUR56.477,72	EUR117.180,03	EUR61.304,71

Liquidación

En la Fecha de Liquidación, el Oferente pagará, o procurará el pago de, el Precio de Compra (*Purchase Price*) correspondiente y los Intereses Devengados (*Accrued Interest*) a los respectivos titulares de aquellos Valores de la Invitación que el Oferente haya aceptado válidamente conforme a los términos y condiciones de dichos Valores de la Invitación.

Los Valores de la Invitación respecto de los que el Oferente no haya aceptado la correspondiente Instrucción de Compra permanecerán vigentes y en circulación conforme a los términos y condiciones de dichos Valores de la Invitación.

Más información

El Documento de Solicitud de Ofertas de Venta contiene una descripción completa de los términos y condiciones del Proceso de Solicitud de Ofertas de Venta. Citigroup Global Markets Limited, Banco Bilbao Vizcaya Argentaria, S.A., BNP Paribas y CaixaBank, S.A. son las Entidades Directoras (*Dealer Managers*) del Proceso de Solicitud de Ofertas de Venta.

Cualquier solicitud de información en relación con la Invitación deberá dirigirse a:

DEALER MANAGERS

<p>Banco Bilbao Vizcaya Argentaria S.A. 44th Floor, One Canada Square London E14 5AA United Kingdom</p> <p>Tel: +44 2073976125 Email: liabilitymanagement@bbva.com Attention: Liability Management</p>	<p>BNP Paribas 10 Harewood Avenue London NW1 6AA United Kingdom</p> <p>Tel: +44 20 7595 8668 Fax: +44 20 7597 2555 Email: liability.management@bnpparibas.com Attention: Liability Management Group</p>
<p>CaixaBank, S.A. Mercados de Capital 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 Email: mlafont@caixabank.com, asanzpastor@caixabank.com, araguilar@caixabank.com</p>	<p>Citigroup Global Markets Limited Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom</p> <p>Telephone: +44 20 7986 8969 Email: liabilitymanagement.europe@citi.com Attn: Liability Management Group</p>

Las entidades elegibles pueden solicitar a la Entidad Agente una copia del Documento de Solicitud de Ofertas de Venta.

ENTIDAD AGENTE

Lucid Issuer Services Limited

Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom

Atención.: David Shilson / Paul Kamminga

Tel.: +44 207 704 0880

E-mail.: gn@lucid-is.com

Se puede encontrar más información sobre el contenido de este anuncio en:

Gas Natural Capital Markets, S.A.

Plaça del Gas no.1
08003, Barcelona
Spain

Atención: Enrique Berenguer Marsal (*Administrador Único*)

Barcelona, 5 de abril de 2017

Gas Natural SDG, S.A.

Offer Restrictions relating to the Solicitation of Offers to Sell

Each of this announcement, the Solicitation of Offers to Sell and the Memorandum do not constitute an offer to buy or the solicitation of an offer to sell the Notes in any jurisdiction in which such offer or solicitation is unlawful, and Offers to Sell by Noteholders originating from any jurisdiction in which such offer or solicitation is unlawful will be rejected. In those jurisdictions where the securities laws or other laws require the Solicitation of Offers to Sell to be made by a licensed broker or dealer, the Solicitation of Offers to Sell shall be deemed to be made on behalf of Citigroup by one or more registered brokers or dealers licensed under the laws of such jurisdiction. None of the delivery of this announcement, the Memorandum, the Solicitation of Offers to Sell or any purchase of Notes shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer and the Guarantor since the date hereof, or that the information herein is correct as of any time subsequent to the date hereof.

A Noteholder or a beneficial owner of the Notes who is a Sanctions Restricted Person may not participate in the Solicitation of Offers to Sell. Citigroup reserves the absolute right to reject any and all Offers to Sell when Citigroup in its sole discretion is of the view that such Offer to Sell has been submitted by or on behalf of a Sanctions Restricted Person.

United States

The Solicitation of Offers to Sell is not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality (including, without limitation: facsimile transmission, telex, telephone, e-mail and other forms of electronic transmission) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States, and Notes may not be offered for sale by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the "Securities Act"). Accordingly, copies of this announcement, the Memorandum and any related documents are not being and must not be directly or indirectly distributed, forwarded, mailed, transmitted or sent into or from the United States (including without limitation by any custodian, nominee, trustee or agent). Persons receiving this announcement or the Memorandum (including, without limitation, custodians, nominees, trustees or agents) must not distribute, forward, mail, transmit or send it or any related documents in, into or from the United States or use such mails or any such means, instrumentality or facility in connection with the Solicitation of Offers to Sell. Any purported tender of Notes in the Solicitation of Offers to Sell resulting directly or indirectly from a violation of these restrictions will be invalid and any Offers to Sell made by a resident of the United States, by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States, or by any U.S. person (as defined in Regulation S under the Securities Act) or by use of such mails or any such means, instrumentality or facility, will not be accepted.

Each holder of Notes participating in the Solicitation of Offers to Sell will represent that it is not located in the United States and is not participating in such Solicitation of Offers to Sell from the United States or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in such Solicitation of Offers to Sell from the United States.

For the purposes of this announcement, the Memorandum and the above paragraph, "United States" refers to the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and The Northern Mariana Islands), any State of the United States of America and the District of Columbia.

United Kingdom

Each of this announcement and the Memorandum has been issued by Citigroup Global Markets Limited, which is regulated by the Financial Conduct Authority (the "FCA") and is being distributed only to existing holders of the Notes. Each of this announcement and the Memorandum is only addressed to such existing holders being investment professionals and high net worth companies/undertakings each within the meaning of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (the "Order"), or other persons to whom it can lawfully be communicated by a person not authorised under the Order. Each of this announcement and the Memorandum is not addressed to or directed at any other person, including any persons who would be retail clients within the meaning of the FCA rules and such other persons should not act or rely on it. Recipients of this announcement and/or the Memorandum should note that Citigroup is acting on its own account in relation to the Solicitation of Offers to Sell and will not be responsible to any other person for providing the protections, which would be afforded to clients of Citigroup, or for providing advice in relation to the Solicitation of Offers to Sell.

Republic of Italy

None of the Solicitation of Offers to Sell, this announcement, the Memorandum or any other documents or materials relating to the Solicitation of Offers to Sell have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to Italian laws and regulations. The Solicitation of Offers to Sell is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "Financial Services Act") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the "Issuers' Regulation"), as the case may be. The Solicitation of Offers to Sell is also being carried out in compliance with article 35-bis, paragraph 7 of the Issuers' Regulation.

A holder of Notes located in the Republic of Italy can tender the Notes through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes or the Solicitation of Offers to Sell.

Belgium

(The below offer restriction is applicable to the January 2018 Notes, the 4.500 per cent. January 2020 Notes and the 2021 Notes only)

None of this announcement, the Memorandum or any other documents or materials relating to the Solicitation of Offers to Sell have been submitted to or will be submitted for approval or recognition to the Financial Services and Markets Authority ("Autorité des services et marchés financiers / Autoriteit financiële diensten en markten") and, accordingly, the Solicitation of Offers to Sell may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the "Belgian Takeover Law") as amended or replaced from time to time. Accordingly, the Solicitation of Offers to Sell may not be advertised and the Solicitation of Offers to Sell will not be extended, and none of this announcement, the Memorandum or any other documents or materials relating to the Solicitation of Offers to Sell (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to "qualified investors" in the sense of Article 10 of the Belgian Law of 16 June 2006 (the

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Republic of France

The Solicitation of Offers to Sell is not being made, directly or indirectly, to the general public in the Republic of France. This announcement, the Memorandum or any other documentation or material relating to the Solicitation of Offers to Sell (including memorandums, information circulars, brochures or similar documents) have not been distributed to, and or are not being distributed to, the general public in the Republic of France. Only (i) persons that provide investment services in the field of portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers) and/or (ii) qualified investors (investisseurs qualifiés) (that are not individuals) acting for their own account, in each case as defined in or pursuant to articles L.411-1, L.411-2 and D.411-1 of the French Code Monétaire et Financier, may participate in the Solicitation of Offers to Sell. Each of this announcement and the Memorandum has not been, and will not be, submitted for clearance to nor approved by the Autorité des marchés financiers.

Spain

None of the Solicitation of Offers to Sell, this announcement or the Memorandum constitutes an offer of securities or the solicitation of an offer of securities to the public in Spain under the restated text of Spanish Securities Market Act approved by Legislative Royal Decree 4/2015, of 23 October 2015 (Real Decreto Legislativo 4/2015, de 23 de octubre, que aprueba el texto refundido de la Ley 24/1988, de 28 de julio, del Mercado de Valores), the Royal Decree 1310/2005, of 4 November 2005 and the Royal Decree 1066/2007, of 27 July 2007, all of them as amended, and any regulation issued thereunder. Accordingly, this announcement and the Memorandum have not been and will not be submitted for approval nor approved by the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores).