

## NATURGY ENERGY GROUP, S.A.

NATURGY ENERGY GROUP, S.A., (la “**Sociedad**” o “**Naturgy**”) 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 226 del texto refundido de la Ley del Mercado de Valores, aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre, comunica la siguiente:

### INFORMACIÓN PRIVILEGIADA

La Sociedad por la presente informa sobre el próximo lanzamiento de una invitación a los titulares de las obligaciones perpetuas por importe de 1.000.000.000€ con interés fijo revisable amortizable a elección del emisor a partir del 8º aniversario (ISIN XS1139494493) (*€1,000,000,000 Undated 8 Year Non-Call Deeply Subordinated Guaranteed Fixed Rate Reset Securities*) emitidas por Naturgy Finance B.V. (anteriormente, Gas Natural Fenosa Finance B.V.), una filial íntegramente participada por la Sociedad (el “**Emisor**”) y garantizadas de manera subordinada por la Sociedad (las “**Obligaciones**”) para que realicen una oferta de venta de las Obligaciones al Emisor a cambio de efectivo, sujeta al cumplimiento (o renuncia) de ciertas condiciones.

Se adjunta al presente anuncio la comunicación que el Emisor publicará en la Bolsa de Luxemburgo donde cotizan las Obligaciones.

Madrid, 15 de noviembre de 2021.

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014.**

**NATURGY FINANCE B.V. (FORMERLY, GAS NATURAL FENOSA FINANCE B.V.)  
ANNOUNCES TENDER OFFER FOR  
SECURITIES ISSUED BY IT AND GUARANTEED ON A SUBORDINATED BASIS  
BY NATURGY ENERGY GROUP, S.A. (FORMERLY, GAS NATURAL SDG, S.A.)**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN OR AT ANY ADDRESS IN 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) (THE “UNITED STATES”) OR TO ANY U.S. PERSON (AS DEFINED IN REGULATION S OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”)) OR IN OR INTO ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT.**

This announcement is released by the Issuer and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“**MAR**”), encompassing information relating to the Tender Offer described above.

*This announcement does not constitute an invitation to participate in the Solicitation of Offers to Sell (as defined herein) in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities laws or otherwise. The distribution of this announcement in certain jurisdictions (including the United States, the United Kingdom, the Republic of Italy, France and Spain) may be restricted by law. See “Offer Restrictions relating to the Solicitation of Offers to Sell” below. Persons into whose possession this document comes are required by the Issuer, the Guarantor and the Joint Dealer Managers to inform themselves about, and to observe, any such restrictions. No action that would permit a public offer has been or will be taken in any jurisdiction by the Issuer, the Guarantor, the Joint Dealer Managers or the Tender Agent.*

Amsterdam, 15 November 2021.

Naturgy Finance B.V. (formerly, Gas Natural Fenosa Finance B.V.) (the “**Issuer**”) hereby announces that it is inviting holders of its €1,000,000,000 Undated 8 Year Non-Call Deeply Subordinated Guaranteed Fixed Rate Reset Securities (ISIN: XS1139494493) (the “**Securities**”) guaranteed on a subordinated basis by Naturgy Energy Group, S.A. (formerly, Gas Natural SDG, S.A.) (the “**Guarantor**”) to offer to sell Securities to the Issuer for cash at the Purchase Price (the “**Solicitation of Offers to Sell**”).

The Solicitation of Offers to Sell is being made upon the terms and subject to the conditions contained in a tender offer memorandum dated 15 November 2021 (the “**Memorandum**”) prepared in connection with the Solicitation of Offers to Sell, and is subject to the offer restrictions set out below. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Memorandum.

ISIN	Maturity Date	Minimum/Incremental Denomination	Aggregate principal amount outstanding	Purchase Yield	Amount subject to the Solicitation of Offers to Sell
XS1139494493	Undated (with a first optional call date on 18 November 2022)	EUR100,000	€1,000,000,000	-0.15 per cent.*	An aggregate principal amount expected to be equal to the aggregate principal amount of the New Securities (as defined herein) and to be announced as soon as reasonably practicable after the pricing of the New Securities (the " <b>Maximum Purchase Amount</b> ")

\* For information purposes only, the Purchase Price will be 104.211 per cent. (€104,211 for each €100,000 in nominal amount) on the basis of the Purchase Yield to the First Optional Call Date (18 November 2022) when determined in the manner described in the Memorandum on the basis of a Settlement Date of 24 November 2021. Should the Settlement Date in respect of Securities accepted for purchase pursuant to the Solicitation of Offers to Sell differ from 24 November 2021, the Purchase Price will be recalculated to the new Settlement Date, by reference to the Purchase Yield, all as further described in the Memorandum.

The Issuer proposes to accept Offers to Sell up to a maximum aggregate principal amount expected to be equal to the principal amount of the New Securities (as defined herein) and expected to be announced as soon as reasonably practicable after the pricing of the New Securities (the "**Maximum Purchase Amount**"), subject to the right to modify such amount at its sole discretion and for any reason. The Issuer may, in its sole discretion, extend, amend or terminate the Solicitation of Offers to Sell at any time (subject to applicable law and as provided in the Memorandum) and subject to the New Financing Condition.

### Purchase Price and Offer Period

The amount payable per Minimum Denomination in respect of the Securities will be the sum of (i) the Purchase Price (expressed as a percentage and as defined in the Memorandum) in respect of the Securities multiplied by the Minimum Denomination in respect of the Securities and (ii) accrued and unpaid interest on the Securities from, and including, the immediately preceding interest payment date for the Securities up to, but excluding, the Settlement Date (expected to be 24 November 2021) (the "**Accrued Interest**").

Securityholders will be able to submit an Offer to Sell in the manner specified in the Memorandum from and including 15 November 2021 to 4:00 p.m. (London time) on 22 November 2021 (the "**Offer Period**"). Securityholders must submit the Offer to Sell specifying the aggregate principal amount of the Securities offered at the Purchase Price in the manner specified in the Memorandum under "*Terms and Conditions relating to the Solicitation of Offers to Sell – Electronic Instruction Notice*".

## **New Financing Condition**

The Issuer announced today its intention to issue undated deeply subordinated guaranteed fixed rate reset securities (the “**New Securities**”), subject to market conditions. Whether the Issuer may accept for purchase any of the Securities validly tendered pursuant to the Solicitation of Offers to Sell is subject to the successful completion (in the sole and absolute determination of the Issuer) of the issue of the New Securities (the “**New Financing Condition**”).

The Issuer reserves the right at any time to waive any or all of the conditions of the Solicitation of Offers to Sell (including the New Financing Condition) as set out in the Memorandum.

## **Priority Allocation of the New Securities**

The Issuer will, in connection with the allocation of the New Securities, consider among other factors whether or not the relevant investor seeking an allocation of the New Securities has, prior to such allocation (which will occur before the Expiration Date), validly tendered or indicated a firm intention to the Issuer or the Joint Dealer Managers that it intends to tender Securities pursuant to the Solicitation of Offers to Sell and, if so, the aggregate principal amount of Securities tendered or intended to be tendered. Therefore, a Securityholder who wishes to subscribe for New Securities in addition to tendering its Securities for purchase may be eligible to receive, at the sole and absolute discretion of the Issuer, priority in the allocation of the New Securities, subject to the issue of the New Securities and such Securityholder also making a separate application for the purchase of such New Securities to the Joint Dealer Managers (in their capacity as joint bookrunners of the issue of the New Securities) or to any other manager of the issue of the New Securities in accordance with the standard new issue procedures of such manager. Any such preference will, subject to the sole and absolute discretion of the Issuer, be applicable up to the aggregate amount of Securities tendered or firmly intended to be tendered by such Securityholder pursuant to the Solicitation of Offers to Sell. However, the Issuer is not obliged to allocate the New Securities to a Securityholder who has validly tendered or indicated a firm intention to tender Securities pursuant to the Solicitation of Offers to Sell and, if New Securities are allocated, the principal amount thereof may be less than the principal amount of Securities tendered by such holder and accepted by the Issuer pursuant to the Solicitation of Offers to Sell.

## **Rationale**

The purpose of the Solicitation of Offers to Sell and the planned issuance of New Securities is, amongst other things, to proactively manage the Issuer’s layer of hybrid capital. The transaction also provides Securityholders with the opportunity to sell their current holdings in the Securities ahead of the upcoming first call date and to subscribe to the New Securities, as more fully described under the section “*Priority Allocation of the New Securities*” of this announcement.

## **Acceptance Date and Settlement**

An Offer to Sell may be accepted by the Issuer, if no extension of the Offer Period has occurred, on the “**Acceptance Date**” (expected to be on 23 November 2021). The Issuer is under no obligation to accept an Offer to Sell. The acceptance of Securities validly tendered and not validly withdrawn pursuant to the Solicitation of Offers to Sell for purchase by the Issuer is at the sole discretion of the Issuer and Offers to Sell may be rejected by the Issuer for any reason.

Subject to the preceding paragraph, the Issuer may accept Offers to Sell until either (i) it has accepted all of the Securities validly offered and eligible for purchase, or (ii) the aggregate principal amount of all Securities which have been accepted by the Issuer is the maximum amount that can be accepted without exceeding the Maximum Purchase Amount. Where the acceptance of all valid Offers to Sell would require a greater principal amount of Securities to be accepted than the Maximum Purchase Amount, the Issuer will accept Offers to Sell in respect of the Securities on a *pro rata* basis (as described in the Memorandum under “*Terms and Conditions relating to the Solicitation of Offers to Sell – Maximum Purchase Amount and Pro Rata Allocation*”).

Securities in respect of which the Issuer has not accepted an Offer to Sell will remain outstanding subject to the terms and conditions of such Securities and will be returned to the respective Securityholders as soon as possible after the Settlement Date.

During the Offer Period, Securityholders must submit or arrange for the submission of an Electronic Instruction Notice (as defined below) to the Tender Agent via the relevant Clearing System (as defined below) as detailed in the Memorandum. Such Electronic Instruction Notice (as defined below) must be received by the Tender Agent at or prior to the Expiration Date.

Securityholders wishing to participate in the Solicitation of Offers to Sell who are not direct participants of Euroclear Bank SA/NV or Clearstream Banking, S.A. (together, the “**Clearing Systems**” and each a “**Clearing System**”) must instruct their respective bank, securities broker or other intermediary to submit an electronic instruction notice (the “**Electronic Instruction Notice**”) to the relevant Clearing System for delivery to the Tender Agent via such Clearing System. The Issuer expressly points out that Securityholders whose Securities are held on their behalf by a bank, securities broker or other intermediary should inform themselves whether such intermediary requires instructions to participate in, or withdraw their instructions to participate in, the Solicitation of Offers to Sell prior to the deadlines set out herein. Securityholders who are direct participants of the Clearing Systems must follow the same procedure by contacting the relevant Clearing System directly. Purchase agreements will be concluded by the Issuer’s acceptance of the Offers to Sell according to the Terms and Conditions.

The Solicitation of Offers to Sell, in respect of which the Issuer has validly accepted Offers to Sell on the Acceptance Date (subject to the satisfaction of the New Financing Condition), is expected to be settled on 24 November 2021 or, in the event of an extension of the Offer Period, on such later date as is notified to the Securityholders by the Issuer (the “**Settlement Date**”). All purchases pursuant to the Solicitation of Offers to Sell will settle through the normal procedures of the Clearing Systems. On the Settlement Date, the Issuer will pay, or procure the payment of, a sum of (i) the Purchase Price (expressed as a percentage and as defined in the Memorandum) multiplied by the Minimum Denomination in respect of the Securities plus (ii) Accrued Interest to all Securityholders whose Offers to Sell have been validly accepted by the Issuer pursuant to the Terms and Conditions, subject to receipt of the Securities.

## Expected Timetable

Commencement of Offer Period: .....	15 November 2021
Announcement of the Maximum Purchase Amount: .....	As soon as reasonably practicable after the pricing of the New Securities
Expiration Date: .....	22 November 2021, 4:00 p.m. (London time)
Acceptance Date: .....	Expected to be 23 November 2021
Announcement of whether the Issuer will accept valid Offers to Sell pursuant to the Solicitation of Offers to Sell (conditional upon satisfaction of the New Financing Condition) and, if so accepted, (i) the principal amount of the Securities accepted for purchase and any <i>pro-ratio</i> n factor and (ii) the Purchase Price for the Securities accepted for purchase:	As soon as practicably possible on the Acceptance Date, expected to be at or around 11:00 a.m. (London time).
Settlement Date: .....	Expected to be 24 November 2021, subject to the satisfaction of the New Financing Condition.

Securityholders are advised to check with the bank, securities broker or other intermediary (including the relevant Clearing System) through which they hold their Securities as to the deadlines by which such intermediary would require receipt of instructions to participate in, or to withdraw their instructions to participate in, the Solicitation of Offers to Sell in accordance with the Terms and Conditions to meet the deadlines set out above. The deadlines set by any such intermediary and the Clearing Systems will be earlier than the relevant deadlines specified above.

## 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., J.P. Morgan AG, Morgan Stanley Europe SE and Société Générale 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**

**CaixaBank, S.A.**

Calle Pintor Sorolla, 2-4  
46002 Valencia  
Spain

Email: [lst.caixabank.lm@caixabank.com](mailto:lst.caixabank.lm@caixabank.com)  
Telephone : +34 91 700 56 09 / 10  
Attention: Debt Capital Markets - Liability  
Management Team

**Morgan Stanley Europe SE**

Grosse Gallusstrasse 18  
60312 Frankfurt am Main  
Germany

Email:  
[liabilitymanagementeuropa@morganstanley.com](mailto:liabilitymanagementeuropa@morganstanley.com)  
Telephone: +44 20 7677 5040  
Fax: +44 20 7056 4984  
Attention: Liability Management Team, Global  
Capital Markets

**J.P. Morgan AG**

Taunustor 1 (TaunusTurm)  
60310 Frankfurt am Main  
Germany

Email: [liability\\_management\\_EMEA@jpmorgan.com](mailto:liability_management_EMEA@jpmorgan.com)  
Telephone: +44 20 7134 2468  
Attention: EMEA Liability Management Group

**Société Générale**

17, cours Valmy  
92987 Paris La Défense cedex  
France

Email: [liability.management@sgcib.com](mailto:liability.management@sgcib.com)  
Telephone: +33 1 42 13 32 40  
Attention: Liability Management

**Requests for information in relation to the procedures for submitting an Offer to Sell and the submission of Electronic Instruction Notices should be directed to:**

**THE TENDER AGENT**

**Lucid Issuer Services Limited**

The Shard  
32 London Bridge Street  
London SE1 9SG  
United Kingdom

Email: [naturgy@lucid-is.com](mailto:naturgy@lucid-is.com)  
Telephone: +44 207 704 0880  
Attention.: David Shilson

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

**Naturgy Finance B.V.**

Barbara Strozzi laan 201  
1083 HN Amsterdam  
The Netherlands

Email: [gd\\_naturgyfinancing@naturgy.com](mailto:gd_naturgyfinancing@naturgy.com)  
Attention: Valeria Torres Ledesma

**Naturgy Energy Group, S.A.**

Avenida Diagonal 525  
08029 Barcelona  
Spain

Email: [gd\\_naturgyfinancing@naturgy.com](mailto:gd_naturgyfinancing@naturgy.com)  
Attention: Enrique Berenguer Marsal

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

The Joint Dealer Managers do not take responsibility for the contents of this announcement and none of the Issuer, the Guarantor, the Joint Dealer Managers named above or the Tender Agent or any of their respective bodies, affiliates, agents, directors, management or employees makes any recommendation in this announcement or otherwise as to whether or not Securityholders should submit Offers to Sell in respect of the Securities. The Guarantor is aware of, and has no objection to, the Issuer making the Solicitation of Offers to Sell upon the terms and subject to the conditions set forth in the Memorandum. This announcement must be read in conjunction with the Memorandum. This announcement and the Memorandum contain important information which should be read carefully before any decision is made with respect to the Solicitation of Offers to Sell. If any holder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent adviser.



## **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 Securities in any jurisdiction in which such offer or solicitation is unlawful, and Offers to Sell by Securityholders 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 the Issuer 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 Securities 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 Securityholder or a beneficial owner of the Securities who is a Sanctions Restricted Person may not participate in the Solicitation of Offers to Sell. The Issuer reserves the absolute right to reject any and all Offers to Sell when it, 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, the Internet and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange, of the United States, and Securities 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 in, 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 Securities 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.

The New Securities and the guarantee thereof have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of, U.S. persons.

Each holder of Securities 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.

Neither this Announcement nor the Memorandum constitutes a Solicitation of Offers to Sell in the United States or to U.S. persons. Securities may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the Securities Act.

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**

The communication of this announcement or the Memorandum by the Issuer and any other documents or materials relating to the Solicitation of Offers to Sell is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) persons outside the United Kingdom, (2) those persons falling within the definition of investment professionals or high net worth companies (contained in the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”)), (3) those persons falling within Article 43(2) of the Order, including existing members and creditors of the Issuer, and (4) any other persons to whom these documents and/or materials may lawfully be communicated (all those persons together, “**Relevant Persons**”). Any person in the United Kingdom who is not a Relevant Person should not act or rely on this document.

### **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**”). 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 Securities located in the Republic of Italy can tender the Securities 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. 20307 of 15 February 2018, 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 Securities or the Solicitation of Offers to Sell.

### **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 qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129, as amended, are eligible to 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, the solicitation of an offer of securities or a tender offer in Spain which require the approval and the publication of a prospectus under Regulation (EU) 2017/1129, 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*) and 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*).

**MiFID II product governance / Professional investors and ECPs only target market:** *Solely for the purposes of each manufacturer's (if any) product approval process, the target market assessment in respect of the New Securities has led to the conclusion that: (i) the target market for the New Securities is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the New Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the New Securities (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the New Securities (by either adopting or refining the manufacturers' (if any) target market assessment) and determining appropriate distribution channels.*

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** *The New Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the New Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.*

**PROHIBITION OF SALES TO UK RETAIL INVESTORS:** *The New Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the New Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the New Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.*