

## FINAL TERMS

Capitalised words and expressions used in a Final Terms shall, save to the extent otherwise defined therein, have the meanings given thereto in the relevant Terms and Conditions and in the Agency Agreement.

14 April 2016

### **Gas Natural Fenosa Finance B.V.**

*(Incorporated with limited liability in The Netherlands and having its statutory domicile in Amsterdam)*

**Euro 600,000,000 1.25% per cent. Guaranteed Notes due 19 April 2026 (the Notes)**

**Guaranteed by**

**Gas Natural SDG, S.A.**

**issued pursuant to the euro 14,000,000,000 Euro Medium Term Note Programme**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions of Notes issued by Gas Natural Fenosa Finance B.V. set forth in the base prospectus dated 2 December 2015 (the *Base Prospectus*) and the Supplement to the Base Prospectus dated 7 April 2016, which together constitute a base prospectus for the purposes of the Prospectus Directive (*Directive 2003/71/EC*) as amended (which includes amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State) (the *Prospectus Directive*). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the Supplement to the Base Prospectus have been published on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu).

1. (i) Series Number: 25  
(ii) Tranche Number: 1
2. Specified Currency or Currencies: Euro
3. Aggregate Nominal Amount of Notes:
  - (i) Series: Euro 600,000,000
  - (ii) Tranche: Euro 600,000,000
  - (iii) Date on which the Notes will become fungible: N/A
4. Issue Price: 99.553% of the Aggregate Nominal Amount
5. (a) Specified Denominations: Euro 100,000

- |     |      |   |  |
|-----|------|---|--|
|     | (b)  | Calculation Amount:                                 | Euro 100,000   |
| 6.  | (i)  | Issue Date:   | 19 April 2016  |
|     | (ii) | Interest Commencement Date:                         | Issue Date   |
| 7.  |      | Maturity Date:                                      | 19 April 2026  |
| 8.  |      | Interest Basis:                                     | 1.25% Fixed Rate   |
|     |      |   | <i>(see Condition 5)</i>   |
| 9.  |      | Redemption/Payment Basis:                           | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount  |
|     |      |   | <i>(see Condition 6)</i>   |
| 10. |      | Change of Interest Basis:                           | N/A  |
|     |      |   | <i>(see Condition 5)</i>   |
| 11. |      | Put/Call Options:                                   | Residual Maturity Call Option  |
|     |      |   | Substantial Purchase Event   |
|     |      |   | Make-Whole Redemption  |
|     |      |   | (Make-Whole Redemption Rate: the yield to maturity on the third Business Day preceding the Make-Whole Redemption Date of the 0.5% <i>Bundesobligationen</i> of the <i>Bundesrepublik Deutschland (Bund)</i> due February 2026 ISIN: DE0001102390; Make-Whole Redemption Margin: 0.20%) |
|     |      |   | Change of Control Put Option   |
| 12. |      | Date Board approval for issuance of Notes obtained: | 12 April 2016  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |       |                                   |  |
|-----|-------|-----------------------------------|--|
| 13. |       | <b>Fixed Rate Note Provisions</b> | Applicable   |
|     |       |                                   | <i>(see Condition 5)</i>   |
|     | (i)   | Interest Period(s):               | 19 April in each year, commencing on 19 April 2016 up to and including the Maturity Date |
|     | (ii)  | Rate of Interest:                 | 1.25% per annum payable annually in arrear   |
|     | (iii) | Interest Payment Date(s):         | 19 April in each year up to and including the Maturity Date                              |
|     | (iv)  | First Interest Payment Date:      | 19 April 2017  |
|     | (v)   | Fixed Coupon Amount(s):           | Euro 1,250 per Calculation Amount  |
|     | (vi)  | Broken Amount(s):                 | N/A  |

(vii)	Day Count Fraction:	Actual/Actual (ICMA)
(viii)	Determination Dates:	N/A
14.	<b>Floating Rate Note Provisions</b> <i>(see Condition 5)</i>	N/A
15.	<b>Zero Coupon Note Provisions</b> <i>(see Condition 5)</i>	N/A

#### PROVISIONS RELATING TO REDEMPTION

16.	<b>Call Option</b> <i>(see Condition 6)</i>	N/A
17.	<b>Put Option</b> <i>(see Condition 6)</i>	N/A
18.	<b>Residual Maturity Call Option</b> <i>(see Condition 6)</i>	Applicable
19.	<b>Change of Control Put Option</b> <i>(see Condition 6)</i>	Applicable
20.	<b>Final Redemption Amount of each Note:</b>	Euro 100,000 per Calculation Amount
21.	<b>Early Redemption Amount</b> Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or other early redemption: <i>(see Condition 6)</i>	As per Conditions


#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

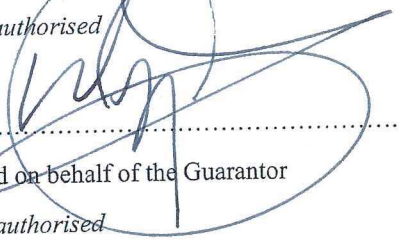
22.	Form of Notes:	Bearer Notes  Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes in the limited circumstances specified in the Permanent Global Note
23.	New Global Note	Yes
24.	Financial Centre(s)	N/A

25. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): No
26. Details relating to Instalment Notes: N/A  
(see Condition 6)

**DISTRIBUTION**

28. If syndicated, names of Managers: Banca IMI S.p.A.  
Banco Bilbao Vizcaya Argentaria, S.A.  
Barclays Bank PLC  
BNP Paribas  
CaixaBank, S.A.  
ING Bank N.V.  
J.P. Morgan Securities plc  
Mitsubishi UFJ Securities International plc  
RBC Europe Limited
29. If non-syndicated, name of relevant Dealer: N/A
30. U.S. Selling Restrictions: Reg. S Compliance Category 2, TEFRA D

  
By: .....  
Signed on behalf of Gas Natural Fenosa Finance B.V.

*Duly authorised*  
  
By: .....  
Signed on behalf of the Guarantor  
*Duly authorised*

## – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |      |   |  |
|------|---|--|
| (i)  | Listing:<br><i>(see cover page)</i>                         | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be listed on the Official List of the Luxembourg Stock Exchange   |
| (ii) | Admission to Trading:                                       | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from the Issue Date |
| (ii) | Estimate of total expenses related to admission to trading: | Euro 6,100   |

### 2. RATINGS

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|----------|---|
| Ratings: | The Notes to be issued are expected to be rated:<br><br>Fitch Ratings Limited (“ <b>Fitch</b> ”): BBB+ (stable)<br><br>Moody’s Investor Service Limited (“ <b>Moody’s</b> ”): Baa2 (stable)<br><br>Standard & Poor’s Rating Services, a division of the McGraw Hill Companies, Inc. (“ <b>S&amp;P</b> ”): BBB (stable)<br><br>Each of Fitch, Moody’s and S&P is established in the European Union and is registered under Regulation (EU) No 1060/2009 (the “CRA Regulation”).<br><br>A list of rating agencies registered under the CRA Regulation can be found at <a href="http://www.esma.europa.eu/page/List-registered-and-certified-CRAs">http://www.esma.europa.eu/page/List-registered-and-certified-CRAs</a> . |
|----------|---|

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for (i) the fees payable to the Managers and (ii) so far as the Issuer is aware, no person involved in the issue/offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and any of their affiliates in the ordinary course of business for which they may receive fees.

### 4. REASONS FOR THE OFFER

- |                        |   |
|------------------------|---|
| Reasons for the offer: | See “Use of Proceeds” wording in the Base Prospectus. |
|------------------------|---|

### 5. Fixed Rate Notes only — YIELD

Indication of yield: 1.298% per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

## 6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1396767854
- (ii) Common Code: 139676785
- (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): N/A
- (iv) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
- (v) Names and addresses of initial Paying Agent(s): Citibank, N.A., London Branch
- (vi) Names and addresses of additional Paying Agent(s): N/A