

FINAL TERMS

PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – The Notes 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 European Economic Area (“**EEA**”) or in the United Kingdom (“**UK**”). 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 Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (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 or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

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

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 May 2020

Naturgy Finance B.V.

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

Euro 150,000,000 0.750% Guaranteed Notes due 28 November 2029 (the “New Notes”)

to be consolidated, form a single series and be interchangeable for trading purposes with the Euro 750,000,000 0.750% Guaranteed Notes due 28 November 2029 with ISIN XS2083976139 and Common Code 208397613 (the “**Existing Notes**”, and together with the New Notes, the “**Notes**”)

Guaranteed by

Naturgy Energy Group, S.A. (the “Guarantor” and together with its consolidated subsidiaries, the “Group”)

issued pursuant to the Naturgy Finance B.V. and Naturgy Capital Markets, S.A. Euro 12,000,000,000 Euro Medium Term Note Programme (the “Programme”)

LEI: 2138005FTXOJUBQ5J563

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Base Prospectus dated 21 December 2018 which are incorporated by reference in the Prospectus dated 3 April 2020. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and must be read in conjunction with the Base Prospectus dated 3 April 2020 and the supplement to it dated 11 May 2020, which together constitute a base prospectus for the purposes of the Prospectus Regulation (together, the “**Base Prospectus**”) in order to obtain all the relevant information, save in respect of the Conditions which are extracted from the Prospectus dated 21 December 2018. The Base Prospectus has been published on the website of the Luxembourg Stock Exchange at www.bourse.lu.

1. (i) Series Number: 32
- (ii) Tranche Number: 2
2. Specified Currency or Currencies: Euro
3. Aggregate Nominal Amount of Notes:
 - (i) Series: Euro 900,000,000
 - (ii) Tranche: Euro 150,000,000
 - (iii) Date on which the Notes will become fungible: The New Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the Existing Notes on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 24 below which is expected to occur on or about 29 June 2020
4. Issue Price: 95.953%% of the Aggregate Nominal Amount of the New Notes plus accrued interest of Euro 531,762.30
5. (a) Specified Denominations: Euro 100,000
- (b) Calculation Amount: Euro 100,000
6. (i) Issue Date: 19 May 2020
- (ii) Interest Commencement Date: 28 November 2019
7. Maturity Date: 28 November 2029
8. Interest Basis: 0.750% Fixed Rate
(see Condition 5 (Interest))
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
(see Condition 6 (Redemption and Purchase))
10. Change of Interest Basis: N/A
(see Condition 5 (Interest))
11. Put/Call Options: Residual Maturity Call Option
(see Condition 6 (Redemption and Purchase)) Substantial Purchase Event
Make-Whole Redemption
Change of Control Put Option
12. Date Board approval for issuance of Notes obtained: 11 May 2020 for the Issuer and 29 October 2019 for the Guarantor

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.	Fixed Rate Note Provisions	Applicable
	<i>(see Condition 5 (Interest))</i>	
	(i) Interest Period(s):	The 12-month period ending on and excluding 28 November in each year, the last such period ending on and excluding the Maturity Date
	(ii) Rate of Interest:	0.750% per annum payable annually in arrear
	(iii) Interest Payment Dates:	28 November each year, commencing on 28 November 2020 up to and including the Maturity Date
	(iv) First Interest Payment Date:	28 November 2020
	(v) Fixed Coupon Amount(s):	Euro 750 per Calculation Amount
	(vi) Broken Amount(s):	N/A
	(vii) Day Count Fraction:	Actual/Actual (ICMA)
	(viii) Determination Dates:	N/A
14.	Floating Rate Note Provisions	N/A
	<i>(see Condition 5 (Interest))</i>	
15.	Zero Coupon Note Provisions	N/A
	<i>(see Condition 5 (Interest))</i>	

PROVISIONS RELATING TO REDEMPTION

16.	Call Option	N/A
	<i>(see Condition 6 (Redemption and Purchase))</i>	
17.	Put Option	N/A
	<i>(see Condition 6 (Redemption and Purchase))</i>	
18.	Residual Maturity Call Option	Applicable
	<i>(see Condition 6 (Redemption and Purchase))</i>	
	(i) Residual Maturity Call Option Redemption Date:	As per Conditions
19.	Substantial Purchase Event	Applicable
	<i>(see Condition 6 (Redemption and Purchase))</i>	

20.	Make-Whole Redemption	Applicable
	<i>(see Condition 6 (Redemption and Purchase))</i>	
	(i) Make-Whole Redemption Rate:	The yield to maturity on the third Business Day preceding the Make-Whole Redemption Date of the 0.000% Bundesobligationen of the Bundesrepublik Deutschland (Bund) due August 2029 (ISIN: DE0001102473)
	(ii) Make-Whole Redemption Margin:	0.20 per cent.
21.	Change of Control Put Option	Applicable
	<i>(see Condition 6 (Redemption and Purchase))</i>	
22.	Final Redemption Amount of each Note:	Euro 100,000 per Calculation Amount
23.	Early Redemption Amount	
	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or other early redemption:	As per Conditions
	<i>(see Condition 6 (Redemption and Purchase))</i>	

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes: <i>(see "Form of the Notes" on page 94)</i>	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
25.	New Global Note	Yes
26.	Financial Centre(s)	N/A
27.	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
28.	Details relating to Instalment Notes: <i>(see Condition 6 (Redemption and Purchase))</i>	N/A
29.	Consolidation provisions:	The provisions in Condition 16 (<i>Further Issues</i>) apply

DISTRIBUTION

30.	If syndicated, names of Managers:	N/A
31.	If non-syndicated, name of relevant Dealer:	BNP Paribas

32. U.S. Selling Restrictions: Reg. S Compliance Category 2, TEFRA D
(see page 147)

By:

Signed on behalf of Naturgy Finance B.V.

Duly authorised

By:

Signed on behalf of the Guarantor

Duly authorised

OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Application has been made by the Issuer (or on its behalf) for the New Notes to be listed on the Official List of the Luxembourg Stock Exchange with effect from 19 May 2020.
(see cover page)
- The Existing Notes were admitted to listing on the Official List of the Luxembourg Stock Exchange on 28 November 2019.
- (ii) Admission to Trading: Application has been made by the Issuer (or on its behalf) for the New Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 19 May 2020.
- The Existing Notes were admitted to trading on the regulated market of the Luxembourg Stock Exchange on 28 November 2019.
- (iii) Estimate of total expenses related to admission to trading of the New Notes: Euro 600

2. RATINGS

- Ratings: The Existing Notes have been rated as follows:
- Fitch Ratings Limited (“**Fitch**”): BBB+
- S&P Global Ratings (“**S&P**”): BBB
- Each of Fitch and S&P is established in the European Union or the United Kingdom and is registered under Regulation (EU) No 1060/2009 (the “**CRA Regulation**”).
- A list of rating agencies registered under the CRA Regulation can be found at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>.

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

Save for (i) any fees payable to the Manager 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 Manager and its 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

- (a) Reasons for the offer: See “*Use of Proceeds*” in the Base Prospectus
- (b) Estimated net proceeds: Euro 144,161,262.30

5. Fixed Rate Notes only — YIELD

Indication of yield of the New Notes: 1.202% per annum

6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2177434516 (40-day temporary ISIN for the New Notes)
XS2083976139 (Existing Notes)
- (ii) Common Code: 217743451 (40-day temporary Common Code for the New Notes)
208397613 (Existing Notes)
- (iii) FISN: NATURGY FINANCE/ZERO CPNEMTN 202911
- (iv) CFI Code: DTZNFB
- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): N/A
- (vi) 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.
- (vii) Names and addresses of initial Paying Agent(s): Citibank, N.A., London Branch
- (viii) Names and addresses of additional Paying Agent(s): N/A