

## 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

Como continuación a sus comunicaciones de información privilegiada publicada el día 15 de noviembre de 2021 (número de registro 1170) y 16 de noviembre de 2021 (número de registro 1175), la Sociedad por la presente anuncia los resultados de su 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 8 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.

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

Madrid, 23 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 FINAL RESULTS OF 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.)**

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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. 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, 23 November 2021.

Further to its announcements on 15 November 2021 and 16 November 2021, Naturgy Finance B.V. (formerly, Gas Natural Fenosa Finance B.V.) (the “**Issuer**”) hereby announces the results of its invitation to 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 was 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. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Memorandum.

### **Summary of Results**

Following the expiration of the Solicitation of Offers to Sell at 4:00 p.m. (London time) on 22 November 2021 (the “**Expiration Date**”), the Issuer hereby announces that it has accepted for purchase EUR 500,000,000 in aggregate principal amount of the Securities in accordance with the terms and conditions of the Solicitation of Offers to Sell.

Since the aggregate principal amount of Offers to Sell validly received by the Issuer is greater than the Maximum Purchase Amount, the Issuer has accepted Offers to Sell with a pro-ration factor of 69.47%.

The Purchase Price for the Securities accepted for purchase is 104.211% and has been determined on the basis of the Purchase Yield to the First Optional Call Date on the basis of a Settlement Date of 24 November 2021, all in accordance with the terms set out in the Memorandum.

ISIN	Maturity Date	Aggregate principal amount accepted	Purchase Yield	Purchase Price (expressed as a percentage)	Purchase Price (per Minimum Denomination)
XS1139494493	Undated (with a first optional call date on 18 November 2022)	€500,000,000	-0.15 per cent.	104.211 per cent.	€104,211

### **New Financing Condition**

The Issuer has successfully issued EUR 500,000,000 5.25 Year Non-Call Deeply Subordinated Guaranteed Fixed Rate Reset Securities and therefore the New Financing Condition has been satisfied.

### **Settlement**

On the Settlement Date of 24 November 2021, the Issuer will 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.

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.

### **Further Information**

A complete description of the terms and conditions of the Solicitation of Offers to Sell is set out in the Memorandum. Morgan Stanley Europe SE, CaixaBank, S.A., J.P. Morgan AG, 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**

#### **Morgan Stanley Europe SE**

Grosse Gallusstrasse 18  
60312 Frankfurt am Main  
Germany

Email:

liabilitymanagementeuropa@morganstanley.com

Telephone: +44 20 7677 5040

Fax: +44 20 7056 4984

Attention: Liability Management Team, Global  
Capital Markets

#### **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

#### **J.P. Morgan AG**

Taunustor 1 (TaunusTurm)  
60310 Frankfurt am Main  
Germany

Email:

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

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

### **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 Strozziilaan 201  
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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