

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 su comunicación de la información privilegiada publicada el día 15 de noviembre de 2021 (número de registro 1170), la Sociedad por la presente anuncia el importe máximo de compra (*Maximum Purchase Amount*) 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. El importe máximo de compra es de 500.000.000€.

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

Madrid, 16 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 THE MAXIMUM PURCHASE AMOUNT IN RELATION TO THE
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, 16 November 2021.

Further to its announcement on 15 November 2021, Naturgy Finance B.V. (formerly, Gas Natural Fenosa Finance B.V.) (the “**Issuer**”) hereby announces the Maximum Purchase Amount in relation to 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 Maximum Purchase Amount is €500,000,000.

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. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Memorandum.

The Issuer is under no obligation to accept any valid Offers to Sell by Securityholders. The Issuer will announce the principal amount of the Securities accepted for purchase as soon as practicably possible on the Acceptance Date (expected to be on 23 November 2021).

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

CaixaBank, S.A.

Calle Pintor Sorolla, 2-4
46002 Valencia
Spain

Email: 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

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

Société Générale

17, cours Valmy
92987 Paris La Défense cedex
France

Email: 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

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The Shard
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United Kingdom

Email: naturgy@lucid-is.com
Tel.: +44 207 704 0880
Attn.: David Shilson

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

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Attention: Valeria Torres Ledesma

Naturgy Energy Group, S.A.

Avenida Diagonal 525

08029 Barcelona

Spain

Email: gd_naturgyfinancing@naturgy.com

Attention: Enrique Berenguer Marsal