

FINAL TERMS

Capitalised words and expressions used in these 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.

15 January 2015

Gas Natural Fenosa Finance B.V.

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

Euro 500,000,000 1.375 per cent. Guaranteed Notes due 21 January 2025 (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 12 December 2014 (the **Base Prospectus**) which constitutes 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. 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. The Base Prospectus has been published on the website of the Luxembourg Stock Exchange at www.bourse.lu.

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|----|-------|---|---|
| 1. | (i) | Series Number: | 24 |
| | (ii) | Tranche Number: | 1 |
| 2. | | Specified Currency or Currencies: | Euro |
| 3. | | Aggregate Nominal Amount of Notes: | |
| | (i) | Series: | Euro 500,000,000 |
| | (ii) | Tranche: | Euro 500,000,000 |
| | (iii) | Date on which the Notes will become fungible: | N/A |
| 4. | | Issue Price: | 98.948% of the Aggregate Nominal Amount |
| 5. | | Specified Denominations: | Euro 100,000 |

6. (i) Issue Date: 21 January 2015
- (ii) Interest Commencement Date: Issue Date
7. Maturity Date: 21 January 2025
8. Interest Basis: 1.375% Fixed Rate
(see Condition 5)
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)
10. Change of Interest Basis: N/A
(see Condition 5)
11. Put/Call Options: Change of Control Put Option
(see Condition 6)
12. Date Board approval for issuance of Notes obtained: 13 January 2015

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Note Provisions** Applicable
(see Condition 5)
- (i) Interest Period(s): 21 January in each year, commencing on 21 January 2016 up to and including the Maturity Date.
- (ii) Rate of Interest: 1.375% per annum payable annually in arrear
- (iii) Interest Payment Date(s): 21 January in each year up to and including the Maturity Date
- (iv) First Interest Payment Date: 21 January 2016
- (v) Fixed Coupon Amount: Euro 1,375 per Calculation Amount
- (vi) Broken Amount(s): N/A
- (vii) Day Count Fraction: Actual/Actual (ICMA)
14. **Floating Rate Note Provisions** N/A

15. **Zero Coupon Note Provisions** N/A

PROVISIONS RELATING TO REDEMPTION

16. **Call Option** N/A

17. **Put Option** N/A

18. **Residual Maturity Call Option** N/A

19. **Change of Control Put Option** Applicable

20. **Final Redemption Amount of each Note:** Euro 100,000 per Calculation Amount

21. **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

(see Condition 6)

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

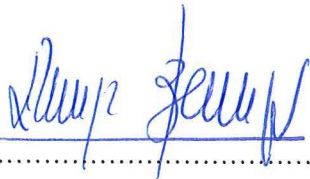
26. Details relating to Instalment Notes: N/A

(see Condition 6)

27. Consolidation provisions: The provisions in Condition 16 (Further Issues) apply

DISTRIBUTION

- | | | |
|-----|---|---|
| 28. | If syndicated, names of Managers: | CaixaBank, S.A.
Commerzbank Aktiengesellschaft
Crédit Agricole Corporate and Investment Bank
HSBC Bank plc
Mediobanca – Banca Di Credito Finanziario S.p.A.
Mizuho International plc
Natixis
The Royal Bank of Scotland plc
UniCredit Bank AG |
| 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 Gas Natural SDG, S.A.

Duly authorised

(Signature page to Final Terms)

OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Admission to trading and listing:
(see cover page) Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to listing on the official list of the Luxembourg Stock Exchange and 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: €4,680

2. RATINGS

Ratings: The Notes to be issued are expected to be rated :
Fitch Ratings Limited (“**Fitch**”): BBB+
Moody’s Investor Service Limited (“**Moody’s**”): Baa2
Standard & Poor’s Rating Services, a division of the McGraw Hill Companies, Inc. (“**S&P**”): BBB

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”).

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 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. YIELD

Indication of yield: 1.489% 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

ISIN Code: XS1170307414

Common Code: 117030741

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

Names and addresses of initial Paying Agent(s): Citibank, N.A., London Branch

Names and addresses of additional Paying Agent(s): N/A

Commissioner (applies to Gas Natural Capital Markets, S.A. only): N/A

(see Condition 12)
