



## NATURGY ENERGY GROUP, S.A.

NATURGY ENERGY GROUP, S.A. (la **Sociedad** o **Naturgy**), en cumplimiento de lo establecido en el artículo 227 de la Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión, mediante el presente escrito comunica a la Comisión Nacional del Mercado de Valores, la siguiente:

### OTRA INFORMACIÓN RELEVANTE

Como continuación a las comunicaciones de otra información relevante publicadas el 23 de septiembre de 2024 (número de registro 30579) y el 24 de septiembre de 2024 (número de registro 30613), la Sociedad por la presente anuncia los resultados de su invitación a los titulares de las obligaciones garantizadas por importe de 1.000.000.000€ al 1,250% con vencimiento el 15 de enero de 2026 (ISIN XS2156506854), de las obligaciones garantizadas por importe de 600.000.000€ al 1,250% con vencimiento en 2026 (ISIN XS1396767854), de las obligaciones garantizadas por importe de 1.000.000.000€ al 1,375% con vencimiento en 2027 (ISIN XS1551446880), de las obligaciones garantizadas por importe de 800.000.000€ al 0,875% con vencimiento en 2025 (ISIN XS1718393439) y de las obligaciones garantizadas por importe de 850.000.000€ al 1,500% con vencimiento en 2028 (ISIN XS1755428502) emitidas por Naturgy Finance Iberia, S.A.U. (anteriormente, Naturgy Finance B.V. y Gas Natural Fenosa Finance B.V.) (el **Emisor**), una filial íntegramente participada por la Sociedad, y garantizadas por la Sociedad (las **Obligaciones**) para que realicen una oferta de venta de las Obligaciones al Emisor a cambio de efectivo.

Se adjunta a la presente comunicación el anuncio que el Emisor ha publicado en la Bolsa de Luxemburgo en el día de hoy.

**Madrid, 1 de octubre de 2024**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014.**

**NATURGY FINANCE IBERIA, S.A. (FORMERLY, NATURGY FINANCE B.V. AND GAS NATURAL FENOSA FINANCE B.V.) ANNOUNCES FINAL RESULTS AND PRICING OF TENDER OFFER FOR NOTES ISSUED BY IT AND GUARANTEED BY NATURGY ENERGY GROUP, S.A. (FORMERLY, GAS NATURAL SDG, S.A.)**

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO, OR TO ANY PERSON LOCATED OR RESIDENT IN OR AT ANY ADDRESS IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS), ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA) (THE “UNITED STATES”) OR TO ANY U.S. PERSON (AS DEFINED IN REGULATION S OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”)) OR IN OR INTO ANY JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT.**

This announcement is released by the Offeror 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 Offeror, 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 Offeror, the Guarantor, the Joint Dealer Managers or the Tender Agent.*

Madrid, 1 October 2024.

Further to its announcements on 23 September 2024 and today, Naturgy Finance Iberia, S.A. (formerly, Naturgy Finance B.V. and Gas Natural Fenosa Finance B.V.) (the “**Offeror**”) hereby announces the final results and pricing of its invitation to holders of its (i) €1,000,000,000 1.250 per cent. Guaranteed Notes due 2026 (ISIN: XS2156506854) (the “**January 2026 Notes**”); (ii) €600,000,000 1.250 per cent. Guaranteed Notes due 2026 (ISIN: XS1396767854) (the “**April 2026 Notes**”); (iii) €1,000,000,000 1.375 per cent. Guaranteed Notes due 2027 (ISIN: XS1551446880) (the “**2027 Notes**” and, together with the January 2026 Notes and the April 2026 Notes, the “**First Priority Notes**”); (iv) €800,000,000 0.875 per cent. Guaranteed Green Notes due 2025 (ISIN: XS1718393439) (the “**2025 Notes**” and the “**Second Priority Notes**”) and (v) €850,000,000 1.500 per cent. Guaranteed Notes due 2028 (ISIN: XS1755428502) (the “**2028 Notes**” and the “**Third Priority Notes**” and, together with the January 2026 Notes, the April 2026 Notes, the 2027 Notes and the 2025 Notes, the “**Notes**” and each a “**Series**”), in each case guaranteed by Naturgy Energy Group, S.A. (formerly, Gas Natural SDG, S.A.) (the “**Guarantor**”) to offer to sell Notes to the Offeror for cash at the relevant 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 23 September 2024 (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 and Pricing

Following the expiration of the Solicitation of Offers to Sell at 4:00 p.m. (London time) on 30 September 2024 (the “**Expiration Date**”), the Offeror hereby announces that:

- (i) The Offeror has accepted for purchase €707,600,000 in aggregate principal amount of the January 2026 Notes in accordance with the terms and conditions of the Solicitation of Offers to Sell;
- (ii) The Offeror has accepted in full with no *pro-ration* all Offers to Sell in respect of the January 2026 Notes which were validly submitted by the Expiration Date;
- (iii) The Offeror has accepted for purchase €174,900,000 in aggregate principal amount of the April 2026 Notes in accordance with the terms and conditions of the Solicitation of Offers to Sell;
- (iv) The Offeror has accepted in full with no *pro-ration* all Offers to Sell in respect of the April 2026 Notes which were validly submitted by the Expiration Date;
- (v) The Offeror has accepted for purchase €117,500,000 in aggregate principal amount of the 2027 Notes in accordance with the terms and conditions of the Solicitation of Offers to Sell;
- (vi) The Offeror has applied approximately 15.178 per cent. *pro-ration* factor to the Offers to Sell in respect of the 2027 Notes which were validly submitted by the Expiration Date;

The Offeror has not accepted any Offers to Sell in respect of the 2025 Notes and the 2028 Notes.

The Purchase Price in respect of the January 2026 Notes, the April 2026 Notes and the 2027 Notes accepted for purchase was determined at or around 11:00 a.m. (London time) by reference to the sum of the relevant Purchase Spread and the relevant Reference Benchmark (each such sum, a “**Purchase Yield**”), as follows:

Description of Notes	ISIN	Maturity Date	Aggregate principal amount accepted	Reference Benchmark	Purchase Spread	Purchase Yield	Purchase Price (expressed as a percentage)	Pro-ration factor	Acceptance Priority Levels
January 2026 Notes	XS2156506854	15 January 2026 (with a first optional call date <sup>(1)</sup> on 15 October 2025)	€707,600,000	January 2026 Interpolated Mid-Swap Rate	+15 bps	2.694 per cent.	98.194 per cent.	Not Applicable	1
April 2026 Notes	XS1396767854	19 April 2026 (with a first optional call date <sup>(1)</sup> on 19 January 2026)	€174,900,000	April 2026 Interpolated Mid-Swap Rate	+15 bps	2.596 per cent.	97.983 per cent.	Not Applicable	
2027 Notes	XS1551446880	19 January 2027 (with a first optional call date <sup>(1)</sup> on 19 October 2026)	€117,500,000	2027 Interpolated Mid-Swap Rate	+20 bps	2.445 per cent.	97.634 per cent.	15.178 per cent.	

Note: (1) The first optional call date refers to the earliest date on which the Offeror may exercise the Residual Maturity Call Option under the relevant Series of Notes

### **New Financing Condition**

The Offeror has successfully issued Euro 500,000,000 3.250% Guaranteed Notes due 2 October 2030 and Euro 500,000,000 3.625% Guaranteed Notes due 2 October 2034 and therefore the New Financing Condition has been satisfied.

### **Settlement**

On the Settlement Date, the Offeror will pay, or procure the payment of, a sum of (i) the relevant Purchase Price (expressed as a percentage and as defined in the Memorandum) in respect of such Series multiplied by the relevant Minimum Denomination in respect of that Series; plus (ii) the Accrued Interest to all Noteholders whose Offers to Sell have been validly accepted by that Offeror pursuant to the Terms and Conditions, subject to receipt of the relevant Notes. The Settlement Date is expected to be 2 October 2024.

Notes in respect of which an Offeror has not accepted an Offer to Sell will remain outstanding subject to the terms and conditions of such Notes.

### **Further Information**

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

Paseo de la Castellana 189, 3rd Floor  
28046 Madrid  
Spain

Email: [lst.caixabank.lm@caixabank.com](mailto:lst.caixabank.lm@caixabank.com)  
Telephone : +34 91 700 56 10  
Attention: CaixaBank Liability Management  
Team

**Morgan Stanley Europe SE**

Grosse Gallusstrasse 18  
60312 Frankfurt am Main  
Germany

Email:  
[liabilitymanagementeuropa@morganstanley.com](mailto: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  
CS 50318  
92972 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**

**Kroll Issuer Services Limited**

The Shard  
32 London Bridge Street  
London SE1 9SG  
United Kingdom

Email: [naturgy@is.kroll.com](mailto:naturgy@is.kroll.com)  
Attention: David Shilson  
Telephone: +44 207 704 0880  
Offer Website: <https://deals.is.kroll.com/naturgy>

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

**Naturgy Finance Iberia, S.A.**

Avenida de América 38

28028 Madrid

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Email: [gd\\_naturgyfinancing@naturgy.com](mailto:gd_naturgyfinancing@naturgy.com)

Attention: Enrique Berenguer Marsal