

## FINAL TERMS

Final Terms dated 2 December 2016

### **Iberdrola Finanzas, S.A.U.**

*(incorporated with limited liability in the Kingdom of Spain)*

Issue of

EUR 750,000,000 1.00 per cent. Green Bonds due 7 March 2024

Guaranteed by

**Iberdrola, S.A.**

Under the EUR 20,000,000,000

**Euro Medium Term Note Programme**

**of Iberdrola Finanzas, S.A.U. and Iberdrola International B.V.**

### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of Notes issued by Iberdrola Finanzas, S.A.U. set forth in the Base Prospectus dated 22 June 2016 and the supplement to the Base Prospectus dated 10 October 2016 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**). 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 and the Final Terms have been published on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu) and are available for viewing at the registered office of the Issuer at Plaza Euskadi 5, 48009 Bilbao, Spain, and of the Fiscal Agent at The Bank of New York Mellon, London Branch, One Canada Square, London E14 5AL, United Kingdom and copies may be obtained from the Fiscal Agent at its aforementioned registered address.

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|----|-------|--|--|
| 1. | (i)   | Series Number:   | 114  |
|    | (ii)  | Tranche Number:  | 1  |
|    | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable   |
| 2. |       | Specified Currency or Currencies:                                      | Euro (“€”)   |
| 3. |       | Aggregate Nominal Amount admitted to trading:                          | €750,000,000   |
| 4. |       | Issue Price:   | 99.177 per cent. of the Aggregate Nominal Amount.      |
| 5. | (i)   | Specified Denominations:   | €100,000 and integral multiples of €100,000 thereafter |

	(ii)	Calculation Amount	€100,000
6.	(i)	Issue Date:	7 December 2016
	(ii)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	7 March 2024
8.		Interest Basis:	1.00 per cent. (see item 12 below)
9.		Change of Interest Basis:	Not Applicable
10.		Put/Call Options:	Change of Control Put Option (see paragraph 17 below) Residual Maturity Call Option (see paragraph 18 below) Substantial Purchase Event (see paragraph 19 below)
11.		Date Board approval for issuance of Notes obtained:	24 November 2016

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>12.</b>		<b>Fixed Rate Note Provisions</b>	Applicable
	(i)	Rate of Interest:	1.00 per cent. per annum payable in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	7 March in each year commencing on 7 March 2017 up to and including the Maturity Date. There will be a short first coupon.
	(iii)	Fixed Coupon Amount(s):	€1,000 per Calculation Amount
	(iv)	Broken Amount(s): <i>(Applicable to Notes in definitive form)</i>	€246.58 per Calculation Amount, payable on the Interest Payment date falling on 7 March 2017 in respect of the period from and including the Issue Date to, but excluding, 7 March 2017
	(v)	Day Count Fraction:	Actual/Actual(ICMA)
	(vi)	Determination Dates:	7 March in each year
<b>13.</b>		<b>Floating Rate Note Provisions</b>	Not Applicable
<b>14.</b>		<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

- |   |                                 |
|---|---------------------------------|
| <b>15. Call Option</b>  | Not Applicable                  |
| <b>16. Put Option</b>   | Not Applicable                  |
| <b>17. Change of Control Put:</b>   | Applicable                      |
| (i) Optional Redemption Amount:   | As per Conditions               |
| (ii) Notice periods:  | As per Conditions               |
| <b>18. Residual Maturity Call Option</b>  | Applicable                      |
| <b>19. Substantial Purchase Event</b>   | Applicable                      |
| <b>20. Final Redemption Amount</b>  | €100,000 per Calculation Amount |
| <b>21. Early Redemption Amount</b>  |                                 |
| <p>Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 6):</p> | As per Conditions               |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |  |   |
|--|---|
| 22. (a) Form of Notes:   | <p>Bearer Notes:</p> <p>Temporary Global Note exchangeable for a Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.</p> |
| (b) New Global Note:   | Yes   |
| 23. Financial Centre(s) or other special provisions relating to Payment Dates: | TARGET2 Business Days   |
| 24. Talons for future Coupons to be attached to Definitive Notes:              | No  |
| 25. Consolidation provisions:  | Not Applicable  |

Signed on behalf of the Issuer:

By: .....

Duly authorised

Signed on behalf of the Guarantor:

By: .....

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made for the Notes to be admitted to trading on the Regulated Market of the Luxembourg Stock Exchange with effect from 7 December 2016.
- (ii) Estimate of total expenses related to admission to trading: €4,990

### 2. RATINGS

Ratings: The Notes to be issued have been rated:

Standard & Poor's Credit Market Services Europe Limited (**S&P**): BBB+ (stable)

Moody's Investors Service Limited  
(**Moody's**): Baa1 (positive)

Fitch Ratings Limited (**Fitch**): BBB+ (stable)

S&P, Moody's and Fitch are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended). As such, each of S&P, Moody's and Fitch is included in the list of credit rating agencies published by the European Securities and Market Authority on its website in accordance with such Regulation (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>).

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

So far as the Issuer is aware and save for the fees paid to the Managers, no person involved in the 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 and the Guarantor and their affiliates in the ordinary course of business. For the purpose of this paragraph the term "affiliates" includes also parent companies.

### 4. YIELD

Indication of yield: 1.119% per. cent (annual)

### 5. OPERATIONAL INFORMATION

ISIN Code: XS1527758145

Common Code:	152775814
Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
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 International Central Securities Depositories (ICSDs), being Euroclear and Clearstream, Luxembourg, 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.

## 6. DISTRIBUTION

(a) Method of distribution:	Syndicated
(b) If syndicated, names of Managers:	Barclays Bank PLC BNP Paribas Goldman Sachs International ING Bank N.V. Lloyds Bank plc MUFG Securities EMEA plc UniCredit Bank AG
(c) Date of Agreement:	2 December 2016
(d) Stabilisation Manager(s) (if any):	Not Applicable
(e) U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D