

FINAL TERMS

Final Terms dated 4 April 2017

Iberdrola Finanzas, S.A.U.

(incorporated with limited liability in the Kingdom of Spain)

Issue of

EUR 50,000,000 1.667 per cent. Notes due 20 February 2029 (the **Tranche 2 Notes**)
to be consolidated and form a single series with the existing EUR 50,000,000 1.667 per cent. Notes due 20
February 2029 (the **Original Notes** and together with the Tranche 2 Notes, the **Notes**)

Guaranteed by
Iberdrola, S.A.

Under the EUR 20,000,000,000
Euro Medium Term Note Programme

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 supplements to the Base Prospectus dated 10 October 2016 and 28 February 2017, 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 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: | 116 |
| | (ii) | Tranche Number: | 2 |
| | (iii) | Date on which the Notes will be consolidated and form a single Series: | The Notes will be consolidated, form a single series and be interchangeable for trading purposes with the Original Notes with Series Number 1 on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 22(a) below, which is expected to occur not earlier than 40 days after the Issue Date |
| 2. | | Specified Currency or Currencies: | Euro (“€”) |
| 3. | | Aggregate Nominal Amount admitted to trading: | €50,000,000 to be consolidated with the Original Notes not earlier than 40 days after the Issue Date and to form a single series of €100,000,000 in |

		total
4.	Issue Price:	99.359 per cent. of the Aggregate Nominal Amount plus €102,760.27 corresponding to the accrued interest for the period commencing on, and including, 20 February 2017 to, but excluding, the Issue Date
5.	(i) Specified Denominations:	€100,000
	(ii) Calculation Amount	€100,000
6.	(i) Issue Date:	6 April 2017
	(ii) Interest Commencement Date:	20 February 2017
7.	Maturity Date:	20 February 2029
8.	Interest Basis:	1.667 per cent. (see item 12 below)
9.	Change of Interest Basis:	Not Applicable
10.	Put/Call Options:	Not Applicable
11.	Date Board approval for issuance of Notes obtained:	29 March 2017

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.667 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	20 February in each year commencing on 20 February 2018 up to and including the Maturity Date.
	(iii) Fixed Coupon Amount(s):	€1,667.00 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual(ICMA)
	(vi) Determination Dates:	20 February in each year
13.	Floating Rate Note Provisions	Not Applicable
14.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

15.	Call Option	Not Applicable
16.	Put Option	Not Applicable

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| 17. Change of Control Put: | Not Applicable |
| 18. Residual Maturity Call Option | Not Applicable |
| 19. Substantial Purchase Event | Not Applicable |
| 20. Final Redemption Amount | €100,000 per Calculation Amount |
| 21. Early Redemption Amount | |

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):	As per Conditions
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GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 22. (a) Form of Notes: | Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note. |
| (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:

Signed on behalf of the Guarantor:

By:

By:

Duly authorised

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 6 April 2017
- (ii) Estimate of total expenses related to admission to trading: €4,800

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, no person involved in the offer of the Notes has an interest material to the offer. The Dealer and its 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: 1.727% per. cent (annual)

5. OPERATIONAL INFORMATION

- Temporary ISIN Code: XS1592288606
- Temporary Common Code: 159228860

ISIN Code: XS1568849282

Common Code: 156884928

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: Non Syndicated

(b) If syndicated, names of Managers: Not Applicable

(c) Date of Agreement: Not Applicable

(d) Stabilisation Manager(s) (if any): Not Applicable

(e) If non-syndicated, name of relevant Dealer: Morgan Stanley & Co. International plc

(f) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D