

Bilbao, 29 January 2018

To the National Securities Market Commission

Subject: Implementation of the second edition of the “Iberdrola Flexible Dividend” system corresponding to the fiscal year 2017

Dear Sirs,

Pursuant to article 17 of *Regulation (EU) No. 596/2014 on market abuse* and article 228 of the *restated text of the Securities Market Law* approved by the Royal Legislative Decree 4/2015, of 23 October (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*) and related provisions, and further to the notices of significant event (*hecho relevante*) filed with this National Commission on 7 November 2017 (with official registry number 258,278), 19 December 2017 (with official registry number 259,722) and 9 January 2018 (with official registry number 260,474) regarding: (a) the implementation of the paid-up capital increase approved by the General Shareholders’ Meeting of Iberdrola, S.A. (“**Iberdrola**” or the “**Company**”) of 31 March 2017 under item number thirteen on the agenda (the “**Capital Increase**”); and (b) the distribution of an interim dividend corresponding to the fiscal year 2017 (the “**Interim Dividend**”), both in the context of the second edition of the “Iberdrola Flexible Dividend” system corresponding to the fiscal year 2017, we hereby inform you that:

- The period for trading the free-of-charge allocation rights corresponding to the Capital Increase ended on 25 January 2018.
- During the period established for such purpose, the holders of 699,283,602 free-of-charge allocation rights entitled to accept the irrevocable commitment to purchase the referred rights assumed by Iberdrola (the “**Purchase Commitment**”) have done so.

Therefore, Iberdrola has acquired such rights in the total gross amount of 97,899,704.28 euros.

- Iberdrola has waived the free-of-charge allocation rights acquired pursuant to the above and, therefore, the new shares corresponding to such rights.
- During the period established for such purpose, the holders of 58,717,340 shares of the Company have chosen to receive the Interim Dividend. As a consequence, the total gross amount of the Interim Dividend distributed today is 8,220,427.60 euros, which results from multiplying the gross amount of the Interim Dividend per share (0.140 euros) by the number of shares whose holders have chosen to receive the Interim Dividend (58,717,340).

As a result of the foregoing, these shareholders have expressly waived 58,717,340 free-of-charge allocation rights and, thus, 1,276,463.91 new shares corresponding to the referred rights. Furthermore, the distribution of the Interim Dividend has been rendered without effect in respect of

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the amount which has not been distributed to those shareholders who have chosen (expressly or tacitly) any of the remaining options under the “Iberdrola Flexible Dividend” system.

- Likewise, given that the maximum number of Iberdrola shares to be issued –after deducting the shares corresponding to the free-of-charge allocation rights acquired by Iberdrola pursuant to the Purchase Commitment (which Iberdrola has waived in accordance with the provisions of the preceding section) and those shares which holders have chosen to receive the Interim Dividend (waiving the free-of-charge allocation rights to which they were entitled)– was a fraction, Iberdrola has waived 30 free-of-charge allocation rights that it holds in order for the number of new shares ultimately issued in the Capital Increase to be a whole number and not a fraction.
- Therefore, the final number of ordinary shares with a unitary par value of 0.75 euros that will be issued in the Capital Increase is 120,859,000 with the nominal amount of the Capital Increase being 90,644,250 euros, which entails an increase of 1.913% over the share capital of Iberdrola prior to the implementation of the Capital Increase.
- As a consequence, the share capital of Iberdrola after the Capital Increase will amount to 4,828,780,500 euros, represented by 6,438,374,000 ordinary shares having a nominal value of 0.75 euros each, fully subscribed and paid up.
- It is expected that, subject to compliance with all legal requirements (particularly that of the verification of such compliance by the National Securities Market Commission), the new shares will be admitted to trading on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges, through the Automated Quotation System (Electronic Market), on Tuesday, 6 February 2018. In this respect, the ordinary trading of the new shares is expected to commence on Wednesday, 7 February 2018.

In addition, we hereby inform you that, in the context of this new edition of the “Iberdrola Flexible Dividend” system, on 14 July 2017 the Company submitted a request for binding tax ruling to the Spanish General Tax Directorate (*Dirección General de Tributos*) (the “GTD”) regarding the tax treatment applicable in Spain to the Iberdrola shareholders subject to the Personal Income Tax (*Impuesto sobre la Renta de las Personas Físicas*, “IRPF”) of the different options available under the “Iberdrola Flexible Dividend” system. Such request for binding tax ruling was answered by the GTD on 11 January 2018 confirming the description of the tax treatment for the purposes of the IRPF included in the information memorandum that was filed by virtue of the notice of significant event (*hecho relevante*) on 7 November 2017 (with official registry number 258,278), relating to the second edition of the “Iberdrola Flexible Dividend” system corresponding to 2017 (the “**Information Memorandum**”).

For the purposes of article 26.1.e) of *Royal Decree 1310/2005, of 4 November, which partially elaborates upon the provisions of Law 24/1988 of 28 July, on the Securities Market, in connection with the admission of securities to trading on official secondary markets, public offers for the sale or subscription of securities and the prospectus required for such purposes (Real Decreto 1310/2005, de 4 de noviembre, por el que se desarrolla parcialmente la Ley 24/1988, de 28 de julio, del Mercado de Valores, en materia de admisión a negociación de valores en mercados secundarios oficiales, de ofertas públicas de venta o suscripción y del folleto exigible a tales efectos)*, this information supplements the content of the Information Memorandum, as supplemented by virtue of the notice of significant event (*hecho relevante*) filed on 9 January 2018 (with official registry number 260,474). As a consequence, this notice is a part of the Information Memorandum, and should therefore be read in conjunction with such document.

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This information is provided to you for the appropriate purposes.

Yours faithfully,

Secretary of the Board of Directors

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IMPORTANT INFORMATION

This communication does not constitute an offer to purchase, sell or exchange or the solicitation of an offer to purchase, sell or exchange any securities. The shares of Iberdrola, S.A. may not be offered or sold in the United States of America except pursuant to an effective registration statement under the Securities Act or pursuant to a valid exemption from registration.

This communication contains forward-looking information and statements about Iberdrola, S.A., including financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, capital expenditures, synergies, products and services, and statements regarding future performance. Forward-looking statements are statements that are not historical facts and are generally identified by the words “expects”, “anticipates”, “believes”, “intends”, “estimates” and similar expressions.

Although Iberdrola, S.A. believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of Iberdrola, S.A. shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Iberdrola, S.A., that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public documents sent by Iberdrola, S.A. to the *Comisión Nacional del Mercado de Valores*.

Forward-looking statements are not guarantees of future performance. They have not been reviewed by the auditors of Iberdrola, S.A. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date they were made. All oral or written forward-looking statements hereby made or otherwise attributable to Iberdrola, S.A. or any of its members, directors, officers, employees or any persons acting on its behalf are expressly qualified on its entirety by the cautionary statement above. All the forward-looking statements included herein are based on information available to Iberdrola, S.A. on the date hereof. Except as required by applicable law, Iberdrola, S.A. does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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