

FINAL TERMS

Final Terms dated 11 November 2013

Iberdrola International B.V.

(incorporated with limited liability in The Netherlands and having its corporate seat in Amsterdam)

Issue of €500,000,000 3.00 per cent. Guaranteed Notes due 31 January 2022 (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 International B.V. set forth in the Base Prospectus dated 12 June 2013 and the supplement to the Base Prospectus dated 6 August 2013 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 Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. 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 web site of the Luxembourg Stock Exchange at www.bourse.lu and are available for viewing at the registered office of the Issuer at Rapenburgerstraat 179D, 1011 VM Amsterdam, The Netherlands, 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: | 105 |
| | (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: | €500,000,000 |
| 4. | Issue Price: | 99.128 per cent. of the Aggregate Nominal Amount |
| 5. | Specified Denominations: | €100,000 and integral multiples of €100,000 thereafter |
| 6. | (i) Issue Date: | 13 November 2013 |

- (ii) Interest Commencement Date: 13 November 2013
7. Maturity Date: 31 January 2022
8. Interest Basis: 3.00 per cent. Fixed Rate
(see paragraph 13 below)
9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent, of their nominal amount
10. Change of Interest Basis: Not Applicable
11. Put/Call Options: Change of Control Put Option
(see paragraph 18 below)
12. Date Board of Directors approval for issuance of Notes obtained: 29 October 2013

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 3.00 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 31 January in each year commencing on 31 January 2014 up to and including the Maturity Date. There will be a short first interest period from and including the Issue Date, up to but excluding 31 January 2014 (the “**Short First Interest Period**”).
- (iii) Fixed Coupon Amount: €3,000.00 per €100,000 in nominal amount, except in respect of the Short First Interest Period which shall be the Broken Amount.
- (iv) Broken Amount(s): €649.32 per €100,000 in nominal amount in respect of the Short First Interest Period
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 31 January in each year
14. **Floating Rate Note Provisions** Not Applicable

15. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

16. **Call Option** Not Applicable
17. **Put Option** Not Applicable
18. **Change of Control Put:** Applicable
19. **Final Redemption Amount** €100,000 per €100,000 in nominal amount
20. **Early Redemption Amount**

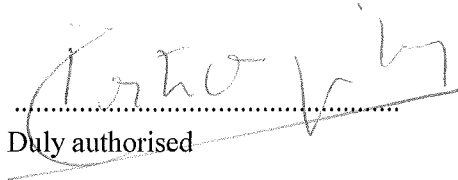
Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 6):

As per Conditions

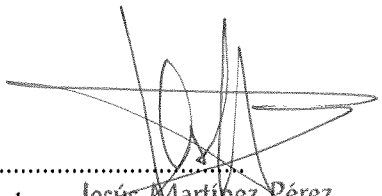
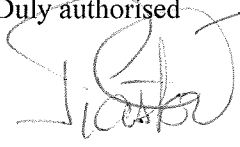
GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. (i) **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.
- (ii) **New Global Note** Yes
22. **Financial Centre(s) or other special provisions relating to Payment Dates:** TARGET2 Business Days
23. **Talons for future Coupons to be attached to Definitive Notes :** No
24. **Consolidation provisions:** Not Applicable

Signed on behalf of the Issuer:

By: 
Duly authorised
Roberto Orjales Venero

Signed on behalf of the Guarantor:

By: 
Duly authorised Jesús Martínez Pérez

Javier Julio Pastor Zuazaga

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 13 November 2013
- (ii) Estimate of total expenses related to admission to trading: €5,815

2. RATINGS

- Ratings: The Notes to be issued have been rated:
- S & P: BBB
- Moody's: Baa1
- Fitch: BBB+
- S&P, Moody's and Fitch are established in the European Union and are registered under Regulation (EC) No. 1060/2009.

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

Certain of 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 services to the Issuer, the Guarantor and/or their affiliates in the ordinary course of business. Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. For the purpose of this paragraph the term "affiliates" includes also parent companies.

4. YIELD

Indication of yield: 3.123 per cent. (annual)

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

ISIN Code: XS0990109240

Common Code: 099010924

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Deemed delivery of clearing system notices for the purposes of Condition 14:	Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the second business day after the day on which it was given to Euroclear and Clearstream, Luxembourg.
Intended to be held in a manner which would allow Eurosystem eligibility:	<p>Yes</p> <p>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.</p>

6. DISTRIBUTION

- (a) Method of distribution: Syndicated
- (b) If syndicated, names of Managers: Banca IMI S.p.A.
- Citigroup Global Markets Limited
- Crédit Agricole Corporate and Investment Bank
- ING Bank N.V.
- Mizuho International plc

- (c) Date of Subscription Agreement: 11 November 2013
- (d) Stabilising Manager (if any): Citigroup Global Markets Limited
- (e) If non-syndicated, name of Dealer: Not Applicable
- (f) U.S. Selling Restrictions: Reg S Compliance Category 2; TEFRA D

