

## FINAL TERMS

Final Terms dated 7 June 2013

### **Iberdrola International B.V.**

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

Issue of €600,000,000 2.875 per cent. Guaranteed Notes due November 2020 (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 14 June 2012 (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of Prospectus Directive (Directive 2003/71/EC) (the “**Prospectus Directive**”) as amended (which includes the amendments made by Directive 2010/73/EU (the “**2010 PD Amending Directive**”) to the extent that such amendments have been implemented in a relevant Member State), and must be read in conjunction with the Base Prospectus and the supplement dated 1 August 2012 and the supplement dated 4 March 2013 (the “**Supplements**”), which together constitute a base prospectus for the purposes of the Prospectus Directive. 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, the Base Prospectus and the Supplements. The Base Prospectus and the Supplements 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 on the Luxembourg Stock Exchange’s website ([www.bourse.lu](http://www.bourse.lu)) and copies may be obtained from the Fiscal Agent at its aforementioned registered address.

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|----|------|---|--|
| 1. | (i)  | Issuer:                                       | Iberdrola International B.V.                           |
|    | (ii) | Guarantor:                                    | Iberdrola, S.A.  |
| 2. | (i)  | Series Number:                                | 103  |
|    | (ii) | Tranche Number:                               | 1  |
| 3. |      | Specified Currency or Currencies:             | Euro (“€”)   |
| 4. |      | Aggregate Nominal Amount admitted to trading: | €600,000,000   |
| 5. |      | Issue Price:                                  | 99.464 per cent. of the Aggregate Nominal Amount       |
| 6. |      | Specified Denominations:                      | €100,000 and integral multiples of €100,000 thereafter |

7. (i) Issue Date: 11 June 2013  
(ii) Interest Commencement Date: 11 June 2013
8. Maturity Date: 11 November 2020
9. Interest Basis: 2.875 per cent. Fixed Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Change of Control Put Option  
(further particulars specified below)
13. (i) Status of the Notes: Senior  
(ii) Status of the Guarantee: Senior  
(iii) Date Board of Directors approval for issuance of Notes obtained: 28 May 2013
14. Method of distribution: Syndicated

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

15. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 2.875 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 11 November in each year commencing on 11 November 2013 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 11 November 2013 (the “**Short First Interest Period**”).
- (iii) Fixed Coupon Amount: €2,875.00 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): €1,205.14 per €100,000 in nominal amount in respect of the Short First Interest Period
- (v) Day Count Fraction: Actual/Actual (ICMA)

	(vi) Determination Dates:	11 November in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	<b>Floating Rate Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable
18.	<b>Index/Formula-linked Note/other variable-linked interest Note Provisions</b>	Not Applicable
19.	<b>Dual Currency Note Provisions</b>	Not Applicable

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

20.	<b>Call Option</b>	Not Applicable
21.	<b>Put Option</b>	Applicable  (further particulars specified in Condition 6(f))
	(i) Optional Redemption Date(s):	See Condition 6(f)
	(ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	See Condition 6(f)
	(iii) Notice period (if other than as set out in the Conditions):	See Condition 6(f)
22.	<b>Final Redemption Amount</b>	€100,000 per €100,000 in nominal amount
23.	<b>Early Redemption Amount</b>	As per Conditions
	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):	

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24.	(i) Form of Notes:	Bearer Notes:  Temporary Global Note exchangeable for a Permanent Global Note exchangeable for
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		Definitive Notes in the limited circumstances specified in the Permanent Global Note.
	(ii) New Global Note	Yes
25.	Financial Centre(s) or other special provisions relating to Payment Dates:	TARGET2 Business Days
26.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
27.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
28.	Details relating to Instalment Notes: amount of each instalment date on which each payment is to be made:	Not Applicable
29.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
30.	Consolidation provisions:	Not Applicable
31.	Other terms:	Not Applicable

## **DISTRIBUTION**

32.	(i) If syndicated, names of Managers:	Banco Bilbao Vizcaya Argentaria, S.A. BNP Paribas CaixaBank, S.A. Commerzbank Aktiengesellschaft Mitsubishi UFJ Securities International plc RBC Europe Limited
	(ii) Stabilising Manager (if any):	BNP Paribas
33.	If non-syndicated, name of Dealer:	Not Applicable
34.	Additional selling restrictions:	Not Applicable

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the EUR 20,000,000,000 Euro Medium Term Note Programme of Iberdrola International B.V. guaranteed by Iberdrola, S.A.

**RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By: .....  
Duly authorised

By: .....  
Duly authorised

## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

- (i) Listing: Official List of the Luxembourg Stock Exchange
- (ii) 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 11 June 2013
- (iii) Estimate of total expenses related to admission to trading: €4,960

### **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. YIELD**

- Indication of yield: 2.958 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.

### **4. 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.

### **5. REASONS FOR THE OFFER**

See "Use of Proceeds" wording in Base Prospectus

## 6. OPERATIONAL INFORMATION

ISIN Code: XS0940711947

Common Code: 094071194

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

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 satisfaction of the Eurosystem eligibility criteria.

## 7. GENERAL

Applicable TEFRA exemption: D Rules