

FINAL TERMS

Final Terms dated 13 June 2016

Iberdrola International B.V.

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

Issue of

EUR 200,000,000 Floating Rate Notes due 16 June 2018

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 26 June 2015 and the supplement to the Base Prospectus dated 4 August 2015 and 7 March 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 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 website 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: | 112 |
| | (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: | €200,000,000 |
| 4. | | Issue Price: | 99.899 per cent. of the Aggregate Nominal Amount. |
| 5. | | Specified Denominations: | €100,000 and integral multiples of €100,000 thereafter |
| 6. | (i) | Issue Date: | 16 June 2016 |

(ii)	Interest Commencement Date:	Issue Date
7.	Maturity Date:	16 June 2018
8.	Interest Basis:	3 Month EURIBOR + 35 bps Floating Rate (see item 12 below)
9.	Change of Interest Basis:	Not Applicable
10.	Put/Call Options:	Change of Control Put Option (see paragraph 17 below)
11.	Date Board approval for issuance of Notes obtained:	9 June 2016

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12.	Fixed Rate Note Provisions	Not Applicable
13.	Floating Rate Note Provisions	Applicable
(i)	Interest Period(s):	4 per year, subject to adjustment in accordance with the Business Day Convention set out in (iv) below(iv) debajo de
(ii)	Specified Interest Payment Dates:	16 June, 16 September, 16 December and 16 March in each year, subject to adjustment in accordance with the Business Day Convention set out in (iv) below, commencing on 16 September 2016
(iii)	Interest Period Date:	Not Applicable
(iv)	Business Day Convention:	Modified Following Business Day Convention
(v)	Business Centre(s):	Not Applicable
(vi)	Manner in which the Rate(s) of Interest is/are to be determined:	ISDA Determination
(vii)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Fiscal Agent)	Not Applicable
(viii)	Screen Rate Determination:	
–	Reference Rate:	3 Month EURIBOR
–	Reference Banks	Not Applicable
–	Interest Determination Date(s):	Second day on which the TARGET System is open prior to the start of each Interest Period

	– Relevant Screen Page:	Reuters Screen EURIBOR01 page
(ix)	ISDA Determination:	Not Applicable
	– Floating Rate Option:	Not Applicable
	– Designated Maturity:	Not Applicable
	– Reset Date:	the first day of the Interest Period
(x)	Linear Interpolation:	Not Applicable
(xi)	Margin(s):	+0.35 per cent. per annum
(xii)	Minimum Rate of Interest:	0.00 per cent. per annum
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Day Count Fraction:	Actual/360

14. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

15. Call Option Not Applicable

16. Put Option Not Applicable

17. Change of Control Put: Applicable

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|------|-----------------------------|-----------------------------|
| (i) | Optional Redemption Amount: | 100% per Calculation Amount |
| (ii) | Notice periods: | As per Conditions |

18. Final Redemption Amount €100,000 per €100,000 in nominal amount

19. 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

20. (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

21. Financial Centre(s) or other special TARGET2 Business Days
provisions relating to Payment Dates:

22. Talons for future Coupons to be attached to No
Definitive Notes:

23. 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 16 June 2016.
- (ii) Estimate of total expenses related to admission to trading: €1,590

2. RATINGS

Ratings: The Notes to be issued have been rated:

Standard & Poor's Rating Services, a division of the McGraw Hill Companies, Inc. (**S&P**): BBB+

Moody's Investor Service Limited (**Moody's**): Baa1

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

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 Joint Bookrunner 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.

4. OPERATIONAL INFORMATION

ISIN Code: XS1433521884

Common Code: 143352188

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.

5. DISTRIBUTION

- (a) Method of distribution: Non-syndicated
- (b) If syndicated, names of Managers: Not Applicable
- (c) Date of Agreement: 10 June 2016
- (d) Stabilisation Manager(s) (if any): Morgan Stanley & Co. International plc
- (e) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D