

**THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED.**

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6 March 2023

**FLOENE ENERGIAS, S.A. ANNOUNCES FINAL RESULTS OF A TENDER OFFER FOR ITS OUTSTANDING EUR 600,000,000 1.375 PER CENT. NOTES DUE 19 SEPTEMBER 2023 (ISSUED BY THE OFFEROR UNDER ITS FORMER NAME, GALP GÁS NATURAL DISTRIBUIÇÃO, S.A.)**

**(ISIN: PTGGDAOE0001)**

Floene Energias, S.A. (the “**Offeror**”) today announces the final results of its invitation to holders of its outstanding EUR 600,000,000 1.375 per cent. Notes due 19 September 2023 (issued by the Offeror under its former name, Galp Gás Natural Distribuição, S.A.) (ISIN: PTGGDAOE0001) (the “**Notes**”) to tender their Notes for purchase by the Offeror for cash, subject to applicable law and regulation and the offer and distribution restrictions and the satisfaction or waiver of the New Financing Condition (as defined in the tender offer memorandum dated 27 February 2023 (the “**Tender Offer Memorandum**”) and the other terms and conditions described in the Tender Offer Memorandum (such invitation, the “**Offer**”).

Capitalised terms used but not otherwise defined in this announcement shall have the meaning given to them in the Tender Offer Memorandum.

The Expiration Time for the Offer was 4.00 p.m. (London time) on 3 March 2023.

The Offeror hereby announces that, subject to the satisfaction (or waiver) of the New Financing Condition on or prior to the Settlement Date, it has determined that it will accept for purchase, subject to the terms and conditions set out in the Tender Offer Memorandum and at the Purchase Price, Notes validly tendered pursuant to the Offer, on a *pro rata* basis, in an aggregate nominal amount of EUR 180,000,000 (the “**Maximum Acceptance Amount**”). The Offeror further announces that the Scaling Factor will be as set out in the table below. Notes accepted for purchase and pro-rated in accordance with the Scaling Factor will be rounded down to the nearest EUR 100,000 in accordance with the terms and conditions set out in the Tender Offer Memorandum.

Description of the Notes	ISIN	Purchase Price	Accrued Interest	Scaling Factor	Aggregate nominal amount of Notes accepted for purchase
EUR 600,000,000 1.375 per cent. Notes due 19 September 2023 (issued by the Offeror under its former name, Galp Gás Natural Distribuição, S.A.)	PTGGDAOE0001	99.45 per cent., equal to EUR 99,450 per EUR 100,000 in nominal amount of Notes	EUR 644.18 per EUR 100,000 in nominal amount of Notes	49.33 per cent.	EUR 180,000,000

Notes purchased by the Offeror pursuant to the Offer will be cancelled by the Offeror. Following such cancellation, the aggregate nominal amount of Notes outstanding after the Settlement Date will be EUR 420,000,000. Notes which have not been accepted for purchase by the Offeror pursuant to the Offer will remain outstanding.

Subject to the satisfaction (or waiver) of the New Financing Condition, payment of the Tender Consideration in respect of the Notes will occur on the Settlement Date for the Offer which is expected to be 9 March 2023.

#### **DEALER MANAGERS**

**Banco Bilbao Vizcaya Argentaria, S.A.**

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**Banco Santander, S.A.**

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Attention: Liability Management  
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#### **THE TENDER AGENT**

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This announcement is released by Floene Energias, S.A. and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (“**UK MAR**”), encompassing information relating to the Offer, as described above. For the purposes of UK MAR and the Implementing Technical Standards, this announcement is made by Pedro Doutel, Chief Financial Officer and Member of the Executive Board of the Offeror.

#### **DISCLAIMER**

This announcement must be read in conjunction with the Tender Offer Memorandum. If any Noteholder is in any doubt as to the contents of this announcement, the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial, legal, regulatory and tax advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, regulatory, tax or legal adviser.

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Neither this announcement nor the Tender Offer Memorandum constitutes an offer to buy or the solicitation of an offer to sell Notes or an invitation to participate in the Offer.