

## FINAL TERMS

15 September 2016

### GALP GÁS NATURAL DISTRIBUIÇÃO, S.A.

**Issue of EUR600,000,000 1.375 per cent. Notes due 19 September 2023  
under the EUR1,000,000,000 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 Conditions set forth in the Offering Circular dated 25 August 2016 which constitutes a base prospectus for the purposes of the Prospectus Directive (the **Offering Circular**). 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 the Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular has been published on the London Stock Exchange plc's website (<http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>).

**Prospectus Directive** means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

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| 1. | Issuer:  | Galp Gás Natural Distribuição, S.A.              |
| 2. | (a) Series Number:   | 1  |
|    | (b) Tranche Number:  | 1  |
|    | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable                                   |
| 3. | Specified Currency or Currencies:  | Euro ( <b>EUR</b> )                              |
| 4. | Aggregate Nominal Amount:  |  |
|    | (a) Series:  | EUR600,000,000                                   |
|    | (b) Tranche:   | EUR600,000,000                                   |
| 5. | Issue Price:   | 99.517 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denomination:  | EUR100,000                                       |
| 7. | (a) Issue Date:  | 19 September 2016                                |
|    | (b) Interest Commencement Date:  | Issue Date                                       |
| 8. | Maturity Date:   | 19 September 2023                                |

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| 9.  | Interest Basis:  | 1.375 per cent. Fixed Rate<br>(further particulars specified below)  |
| 10. | Redemption Basis:                                      | Subject to any purchase and cancellation or early redemption (including Mandatory Early Redemption), the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | Change of Interest Basis:                              | Not Applicable   |
| 12. | Put/Call Options:                                      | Event Put<br>(further particulars specified below)   |
| 13. | Date of Board approval for issuance of Notes obtained: | 8 September 2016   |

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

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|-----|---|---|
| 14. | Fixed Rate Note Provisions              | Applicable  |
|     | (a) Rate(s) of Interest:                | 1.375 per cent. per annum payable in arrear on each Interest Payment Date |
|     | (b) Interest Payment Date(s):           | 19 September in each year up to and including the Maturity Date           |
|     | (c) Fixed Coupon Amount(s):             | EUR1,375 per Specified Denomination                                       |
|     | (d) Broken Amount(s):                   | Not Applicable  |
|     | (e) Day Count Fraction:                 | Actual/Actual (ICMA)  |
|     | (f) Determination Date(s):              | 19 September in each year   |
|     | (g) Step-up/Step-down Rate of Interest: | Applicable  |
|     | (h) Step-up Margin:                     | 1.25 per cent. annum  |
| 15. | Floating Rate Note Provisions           | Not Applicable  |
| 16. | Zero Coupon Note Provisions             | Not Applicable  |

## PROVISIONS RELATING TO REDEMPTION

17.	Notice periods for Condition 7.2:	Minimum period: 30 days Maximum period: 60 days
18.	Issuer Call:	Not Applicable
19.	Investor Put:	Not Applicable
20.	Event Put:	Applicable
	(a) Material Licence Event:	Applicable
	(b) Material Disposal Event:	Applicable
	(c) Change of Control Event:	Applicable
	(d) Event Put Redemption Amount:	EUR100,000 per Specified Denomination in respect of a Material Licence Event, Material Disposal Event or Change of Control Event
	(e) Event Put Redemption Date:	7 days after the last day on which Noteholders are able to exercise the Event Put, being 52 days after the end of the Relevant Event Period.
	(f) Period for exercising Event Put:	Not later than the date falling 45 days after the end of the Relevant Event Period.
21.	Final Redemption Amount:	EUR100,000 per Specified Denomination
22.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	EUR100,000 per Specified Denomination
23.	Mandatory Early Redemption:	Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	Dematerialised book-entry form ( <i>forma escritural</i> ) held through Interbolsa  <i>Ao portador</i>
25.	Additional Financial Centre(s):	Not Applicable

Signed on behalf of

**Galp Gás Natural Distribuição, S.A.**

By: 

*Duly authorised*

By: 

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 19 September 2016.
- (ii) Estimate of total expenses related to admission to trading: GBP3,650

### 2. RATINGS

Ratings: The Notes to be issued have been rated:

BBB- by Standard & Poor's Credit Market Services France SAS (**Standard & Poor's**), on a preliminary basis and subject to (amongst other things) the successful completion of the Minority Transaction (as defined in the Offering Circular).

Standard & Poor's is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the CRA Regulation).

### 3. USE OF PROCEEDS

The proceeds of the Notes will be used to repay the Issuer's existing shareholder loan and for general corporate purposes.

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers 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 its affiliates in the ordinary course of business.

### 5. YIELD (Fixed Rate Notes only)

Indication of yield: 1.448 per cent. per annum

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

**6. HISTORIC INTEREST RATES (Floating Rate Notes only)**

Not Applicable

**7. OPERATIONAL INFORMATION**

- (i) ISIN Code: PTGGDAOE0001
- (ii) Common Code: 149078657
- (iii) Any clearing system(s) other than Interbolsa, Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

**8. DISTRIBUTION**

- (i) If syndicated, names of Joint Lead Managers: Banco Santander Totta, S.A.  
J.P. Morgan Securities plc  
Merrill Lynch International
- (ii) Date of Subscription Agreement: 15 September 2016
- (iii) If non-syndicated, name of relevant Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA C applies