

22 June 2018

**MiFID II product governance/Professional investors and Eligible Counterparties only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Instruments has led to the conclusion that: (i) the target market for the Instruments is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Instruments (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**EDP FINANCE B.V.**

Issue of

**EUR 750,000,000 1.625 per cent. Instruments due 26 January 2026**

**under the €13,500,000,000**

**Programme for Issuance of Debt Instruments**

**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 Base Prospectus dated 5 September 2017 and the supplements to the Base Prospectus dated 10 November 2017 and 19 June 2018 which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). This document constitutes the Final Terms of the Instruments described herein and has been prepared for the purpose of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. In order to get full information on the Issuer and the offer of the Instruments both the Base Prospectus and these Final Terms must be read in conjunction. The Base Prospectus and these Final Terms have been published on the website of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)) and Central Bank ([www.centralbank.ie](http://www.centralbank.ie)).

1.	Issuer:	EDP Finance B.V.
2.	(i) Series Number:	42
	(ii) Tranche Number:	1
	(iii) Date on which the Instruments will be consolidated and form a single series:	Not Applicable
3.	Specified Currency or Currencies:	Euro (" <b>EUR</b> ")
4.	Aggregate Nominal Amount:	
	– Tranche:	EUR 750,000,000
	– Series:	EUR 750,000,000
5.	Issue Price:	99.706 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Instruments in definitive form will be issued with a denomination above EUR 199,000
	(ii) Calculation Amount:	EUR 1,000
7.	(i) Issue Date:	26 June 2018
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	26 January 2026

9.	Interest Basis:	1.625 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Instruments 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:	Investor Put on Change of Control (see paragraph 19 below)
13.	(a) Status of Instruments:	Senior, unsecured, unsubordinated
	(b) Date of Board approval for issuance of Instruments obtained:	31 July 2017

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

14.	<b>Fixed Rate Instrument Provisions</b>	Applicable
	(i) Rate of Interest:	1.625 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	26 January in each year from and including 26 January 2019 up to and including the Maturity Date  There will be a short first coupon
	(iii) Fixed Coupon Amount(s):	EUR 16.25 per Calculation Amount subject to the provisions of paragraph "Broken Amount(s)" below
	(iv) Broken Amount(s):	EUR 9.53 per Calculation Amount payable on the Interest Payment Date falling on 26 January 2019 in respect of the period from, and including, the Issue Date to, but excluding, 26 January 2019
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date(s):	26 January in each year
15.	<b>Floating Rate Instrument Provisions</b>	Not Applicable
16.	<b>Zero Coupon Instrument Provisions</b>	Not Applicable

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

17.	Issuer Call:	Not Applicable
18.	Investor Put:	Not Applicable
19.	Investor Put on Change of Control:	Applicable
20.	Final Redemption Amount of each Instrument:	EUR 1,000 per Calculation Amount
21.	Early Redemption Amount of each Instrument payable on redemption for taxation reasons or on event of default:	EUR 1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS**

22.	(i) Form of Instruments:	Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for definitive Bearer Instruments only upon an Exchange Event
	(ii) New Global Note:	Yes

23. Additional Financial Centre(s): London
24. Talons for future Coupons or Receipts to be attached to definitive Bearer Instruments: No
25. Details relating to Instalment Instruments:
- (i) Instalment Amount(s): Not Applicable
- (ii) Instalment Date(s): Not Applicable

Signed on behalf of the Issuer:

By:.....  
Duly authorised

By:.....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |       |   |  |
|-------|---|--|
| (i)   | Application for listing and admission to trading:           | Application has been made to the Irish Stock Exchange for the Instruments to be admitted to the Official List and to trading on its regulated market |
| (ii)  | Date from which admission is expected to be effective:      | 26 June 2018   |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 600  |

### 2. RATINGS

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|----------|--|
| Ratings: | The Instruments to be issued are expected to be assigned the following ratings by:<br><br>Moody's Investors Service Limited: Baa3<br><br>Standard & Poor's Ratings Services: BBB-<br><br>Fitch Ratings Ltd: BBB- |
|----------|--|

### 3. 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 Instruments 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

### 4. YIELD

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|----------------------|---|
| Indication of yield: | 1.667 per cent. per annum<br><br>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

- |       |   |  |
|-------|---|--|
| (i)   | ISIN:   | XS1846632104   |
| (ii)  | Common Code:  | 184663210  |
| (iii) | CFI:  | DTFUFB   |
| (iv)  | FISN:   | EDP FINANCE B.V/1EMTN 20260126   |
| (iii) | Any clearing system(s) other than Euroclear, Clearstream Luxembourg and Interbolsa-Sociedade Gestora Sistemas de Liquidação & de Sistemas Centralizados de Valores Mobiliários, S.A., as operator of the Central de Valores Mobiliários | Not Applicable   |
| (iv)  | Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable   |
| (v)   | Intended to be held in a manner which would allow Eurosystem eligibility:   | Yes. Note that the designation "yes" simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Instruments 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 |

**6 RELEVANT BENCHMARK(S)**

Not Applicable

**7 DISTRIBUTION**

- |      |   |                                       |
|------|---|---------------------------------------|
| (i)  | U.S. Selling Restrictions:                    | Reg. S Compliance Category 2; TEFRA D |
| (ii) | Prohibition of Sales to EEA Retail Investors: | Not Applicable                        |