



**Announces approval of certain amendments to the terms and conditions of its
EUR 500,000,000 4.339 per cent. notes due 2021 (ISIN: FR0011075043) and
EUR 550,000,000 2.20 per cent. notes due 2025 (ISIN: FR0012881555)**

Pau, France, 1 October 2019

Téréga, a *société anonyme* organised under the laws of France (the “**Company**”), hereby announces that certain amendments (the “**Amendments**”) to the terms and conditions of its EUR 500,000,000 4.339 per cent. notes due 2021 (ISIN: FR0011075043) (the “**2021 Notes**”) and EUR 550,000,000 2.20 per cent. notes due 2025 (ISIN: FR0012881555) (the “**2025 Notes**”) and, together with 2021 Notes, the “**Notes**” and each a “**Series**”) were approved by the holders of the Notes (the “**Noteholders**”) in general meetings held on 30 September 2019 at the offices of Linklaters LLP, 25 rue de Marignan, 75008 Paris, France and will be effective on 18 October 2019. The Amendments are fully described in the convening notice dated 12 September 2019, available for viewing on the website of the Company at www.terega.fr.

The main purpose of the Amendments is to modify the “Total Net Leverage” ratio of the Lock-up Ratios (being the “Total Net Leverage” ratio and the “Interest Cover” ratio) (all as defined in the Conditions of each Series of Notes) and, as a result, other provisions of the “Event of Default” section included in the terms and conditions of each Series of Notes.

The holders of the EUR 350,000,000 2.998 per cent. notes due 2035 issued by the Company (the “**2035 Notes**”) approved similar amendments to the “Total Net Leverage” included in the terms and conditions of the 2035 Notes in a general meeting held on 30 September 2019.

As a result of the amendments having been approved by the holders of the two Series of Notes and the holders of the 2035 Notes, the Company will pay to each Noteholder an amount in cash denominated in Euros (the “**Consent Fee**”) of (i) 0.30 per cent. of the aggregate nominal amount of the 2021 Notes and (ii) 0.90 per cent. of the aggregate nominal amount of the 2025 Notes held by such Noteholder, whether such Noteholder has voted against or in favour of the Amendments or has not voted.

The right of any Noteholder to be paid the Consent Fee shall be evidenced by the entries in the books of the relevant account holder of the name of such Noteholder on 26 September 2019 at 0:00, Paris time. Payment of the Consent Fee will be made on 18 October 2019.

Any questions regarding the general meetings should be directed to the Solicitation Agents at the addresses and telephone numbers set forth below:

SOLICITATION AGENTS

BNP Paribas

10 Harewood Avenue
London, NW1 6AA
United Kingdom

Telephone: +44 207 595 8668
Email: liability.management@bnpparibas.com
Attention: Liability Management Group

Crédit Agricole Corporate and Investment Bank

12, Place des Etats-Unis, CS 70052
92547 Montrouge Cedex
France

Telephone: +44 207 214 5733
Email: liability.management@ca-cib.com
Attention: Liability Management

Natixis

47 Quai d'Austerlitz
75013 Paris
France

Telephone: +33 1 58 55 08 14 / +33 1 58 55 05 56
Email: liability.management-corporate@natixis.com
Attention: Liability Management

Société Générale

29 boulevard Haussmann
75009 Paris
France

Telephone: +33 1 42 13 32 40
Email: liability.management@sgcib.com
Attention: Liability Management

UniCredit Bank AG

Arabellastrasse 12
81925 Munich
Germany

Telephone: +49 89 378 17614
Email: corporate.lm@unicredit.de
Attention: Liability Management

Any questions regarding procedures relating to the general meetings should be directed to the Centralising Agent at the address and telephone numbers set forth below:

CENTRALISING AGENT

Société Générale

32, rue du Champ de Tir
CS 30812
44308 Nantes Cedex 3
France

Telephone: + 33 2 51 85 65 93
Email: agobligataire.fr@socgen.com
Attention: Elisabeth Bulteau

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