

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended or superseded, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

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 Notes has led to the conclusion that: (i) the target market for the Notes 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 Notes are appropriate including investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

UK MiFIR 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 Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the Notes are appropriate including investment advice, portfolio management, non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market

assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable.

1 September 2022

FINAL TERMS

Eurogrid GmbH

EUR 750,000,000 3.279 per cent. Green Unsecured and Unsubordinated Notes due 2031

Series: 8, Tranche 1

issued pursuant to the

€ 5,000,000,000

Debt Issuance Programme

dated 13 May 2022

of

Eurogrid GmbH

guaranteed by

50Hertz Transmission GmbH and

50Hertz Offshore GmbH

Issue Price: 100 per cent.

Issue Date: 5 September 2022

Trade Date: 24 August 2022

These are the Final Terms of an issue of Notes under the € 5,000,000,000 Debt Issuance Programme of Eurogrid GmbH (the "**Programme**") which have been prepared for the purpose of Article 8 (4) of Regulation (EU) 2017/1129, as amended. Full information on Eurogrid GmbH as issuer, 50Hertz Transmission GmbH and 50Hertz Offshore GmbH as guarantors and the offer of the Notes is only available on the basis of the combination of the Base Prospectus dated 13 May 2022 as supplemented by the 1st Supplement dated 23 August 2022 (the "**Prospectus**") and these Final Terms, which must be read in conjunction with each other. The Prospectus and any supplement thereto are available for viewing in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of Eurogrid GmbH (<https://www.eurogrid.com/de-de/Investor-Relations/Debt-Issuance-Programme>) and copies may be obtained free of charge at the specified office of the Fiscal Agent and from Eurogrid GmbH, Heidestraße 2, 10557 Berlin, Germany.

In case of Notes listed on the official list and admitted to trading on the regulated market of the Luxembourg Stock Exchange, the Final Terms of Notes will be displayed on the website of the Luxembourg Stock Exchange (www.bourse.lu). In case of Notes listed on any other stock exchange, the Final Terms will be displayed on the website of Eurogrid GmbH (<https://www.eurogrid.com/de-de/Investor-Relations/Debt-Issuance-Programme>). In case of Notes which are not listed on any stock exchange, copies of the relevant Final Terms will only be available to Holders of such Notes.

Part I.: TERMS AND CONDITIONS

This Part I. of the Final Terms is to be read in conjunction with the set of Terms and Conditions that apply to Fixed Rate Notes (the "**Terms and Conditions**") set forth in the Prospectus as Option I. Capitalised terms not otherwise defined herein shall have the meanings specified in the Terms and Conditions.

All references in this Part I. of the Final Terms to numbered paragraphs and subparagraphs are to paragraphs and subparagraphs of the Terms and Conditions.

The blanks in the provisions of the Terms and Conditions, which are applicable to the Notes, shall be deemed to be completed with the information contained in the Final Terms as if such information were inserted in the blanks of such provisions. All provisions in the Terms and Conditions corresponding to items in these Final Terms which are either not selected or not completed or which are deleted shall be deemed to be deleted from the Terms and Conditions applicable to the Notes (the "**Conditions**").

CURRENCY, DENOMINATION, FORM (§ 1)

Currency and Denomination

Specified Currency	Euro ("EUR")
Aggregate Principal Amount	EUR 750,000,000
Aggregate Principal Amount in words	seven hundred fifty million Euro
Specified Denomination	EUR 100,000

Permanent Global Note

Temporary Global Note exchangeable for Permanent Global Note

Global Note

Classical Global Note (CGN)
 New Global Note (NGN)

Clearing System

Clearstream Banking AG, Frankfurt am Main
 Clearstream Banking, société anonyme, Luxembourg
 Euroclear Bank SA/NV, Brussels
 additional or alternative Clearing System

INTEREST (§ 3)

Fixed Rate Notes (Option I)

Rate of Interest and Interest Payment Dates

Rate of Interest	3.279 per cent. <i>per annum</i>
Interest Commencement Date	5 September 2022
Interest Payment Date(s)	5 September in each year
First Interest Payment Date	5 September 2023
Initial Broken Amount (per Specified Denomination)	Not applicable
Last Interest Payment Date preceding the Maturity Date	Not applicable

Final Broken Amount (per Specified Denomination)	Not applicable
Number of regular Interest Payment Dates per calendar year	1 in each year
<input type="checkbox"/> Zero Coupon Notes (Option II)	
Amortized Face Amount	
Reference Price	
Amortization Yield	
Day Count Fraction	
<input checked="" type="checkbox"/> Actual/Actual (ICMA)	
<input type="checkbox"/> 30/360, 360/360 or Bond Basis	
<input type="checkbox"/> 30E/360 or Eurobond Basis	
PAYMENTS (§ 4)	
Payment Business Day	
<input type="checkbox"/> Relevant Financial Center(s)	
<input checked="" type="checkbox"/> Clearing System and TARGET2	
REDEMPTION (§ 5)	
Final Redemption	
Maturity Date	5 September 2031
Early Redemption	
Early Redemption at the Option of the Issuer for reason of Minimal Outstanding Principal Amount	Yes
Early Redemption at the Option of the Issuer at specified Call Redemption Amounts	Yes
Call Redemption Date(s)	Not applicable
Call Redemption Period(s)	5 June 2031 until 5 September 2031
Call Redemption Amount(s)	EUR 750,000,000
Minimum Notice	Minimum notice period of five days
Maximum Notice	Not applicable
Early Redemption at the Option of the Issuer at Early Redemption Amount	Yes
Early Redemption Amount	
Percentage above Comparable Benchmark Yield	0.35 per cent.
Relevant benchmark security	
<input checked="" type="checkbox"/> Euro denominated benchmark debt security of the Federal Republic of Germany	
<input type="checkbox"/> Other relevant benchmark security	
<input type="checkbox"/> Specification of benchmark security: maturity, ISIN	
<input type="checkbox"/> as daily published by the Deutsche Bundesbank on its website www.bundesbank.de	
<input type="checkbox"/> Relevant time	

Relevant screen page

Maturity Date

First call date

Minimum Notice 5 days

Maximum Notice 30 days

Early Redemption at the Option of a Holder No

Put Redemption Date(s) Not applicable

Put Redemption Amount(s) Not applicable

Minimum Notice Not applicable

Maximum Notice (not more than 60 days) Not applicable

THE FISCAL AGENT, THE PAYING AGENT AND THE CALCULATION AGENT (§ 6)

Calculation Agent Yes

Fiscal Agent

Other

Specified Office

Required Location

AMENDMENTS OF THE TERMS AND CONDITIONS BY RESOLUTIONS OF HOLDERS, JOINT REPRESENTATIVE (§ 12)

Holder's Representative

No Holder's Representative is designated in the Conditions.

A Holder's Representative is appointed in the Conditions.

Name of Holders' Representative

Address of Holders' Representative

Part II.: ADDITIONAL INFORMATION

A. Essential information

Interests of Natural and Legal Persons involved in the Issue Not applicable

Use of proceeds

An amount equivalent to the proceeds of the issuance of the Notes (Green Bonds) by the Issuer will be applied to finance, refinance and/or invest in Eligible Projects in line with Eurogrid's Green Bond Framework (<https://www.eurogrid.com/en-us/Investor-Relations/Green-Financing>)

Eurosystem eligibility

Intended to be held in a manner which would allow Eurosystem eligibility Yes

Yes. Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with (i) in the case of a NGN, one of the ICSDs as common safekeeper, or (ii) in case of a CGN, Clearstream Banking AG, Frankfurt am Main, and does not necessarily mean that the Notes will be recognized 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.

B. Information concerning the securities to be admitted to trading

Securities Identification Numbers

Common Code 252731997

ISIN XS2527319979

German Securities Code (WKN) A30VMY

Any other securities number

Yield to final maturity 3.279 per cent. *per annum*

Resolutions, authorisations and approvals by virtue of which the Notes will be created Not applicable

C. Distribution

Method of distribution

Non-syndicated

Syndicated

Management Details

Specify Management Group or Dealer (names and addresses) Banco Santander, S.A.

Ciudad Grupo Santander

Avenida de Cantabria s/n

Edificio Encinar, planta baja

28660, Boadilla del Monte

Madrid

Spain

Mizuho Securities Europe GmbH

Taunustor 1
60310 Frankfurt am Main
Germany

Coöperatieve Rabobank U.A.
Croeselaan 18
3521 CB Utrecht
The Netherlands

UniCredit Bank AG
Arabellastr. 12
81925 Munich
Germany

Commissions

Management/Underwriting Commission (specify)	0.265 per cent.
Selling Concession (specify)	Not applicable
Listing Commission (specify)	Not applicable

Stabilisation Manager(s)

UniCredit Bank AG

D. Listing(s) and admission to trading

Yes

Official list of the Luxembourg Stock Exchange and regulated market of the Luxembourg Stock Exchange

Other

Date of admission

5 September 2022

Estimate of the total expenses related to admission to trading

EUR 6,700

Prohibition of Sales to EEA Retail Investors

Applicable

Prohibition of Sales to UK Retail Investors

Applicable

E. Additional Information

Rating of the Notes

BBB+ (S&P)

S&P Global Ratings Europe Limited is established in the Republic of Ireland and is registered pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended. The European Securities and Markets Authority ("ESMA") publishes on its website (<http://www.esma.europa.eu>) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

Third Party Information

With respect to any information included herein and specified to be sourced from a third party (i) the Issuer confirms that any such information has been accurately reproduced and as far as the Issuer is aware and is able to ascertain from information available to it from such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading and (ii) the Issuer or the Guarantors have not independently verified any such information and accept no responsibility for the accuracy thereof.