

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 Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended or superseded (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and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.

FINAL TERMS

Eurogrid GmbH

EUR 850,000,000 3.732 per cent. Green Unsecured and Unsubordinated Notes due October 2035

Series: 14, Tranche 1

issued pursuant to the

€ 15,000,000,000

Debt Issuance Programme

dated 15 May 2024

of

Eurogrid GmbH

guaranteed by

50Hertz Transmission GmbH and

50Hertz Offshore GmbH

Issue Price: 100 per cent.

Issue Date: 18 October 2024

Trade Date 8 October 2024

These are the Final Terms of an issue of Notes under the € 15,000,000,000 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 prospectus dated 15 May 2024 as supplemented by a supplement dated 7 October 2024 (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.luxse.com) 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.luxse.com). 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 850,000,000 |
| Aggregate Principal Amount in words | eight hundred and 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 S.A., 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 3.732 per cent. *per annum*

Interest Commencement Date 18 October 2024

Interest Payment Date(s) 18 October in each year

| | |
|--------------------------------------------------------------------------------------------------------|------------------------------------|
| First Interest Payment Date | 18 October 2025 |
| 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 T2 | |
| REDEMPTION (§ 5) | |
| Final Redemption | |
| Maturity Date | 18 October 2035 |
| 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) | 18 July 2035 until 18 October 2035 |
| Call Redemption Amount(s) | EUR 850,000,000 |
| Minimum Notice | 5 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 0.250 per cent.

Relevant benchmark security

☒ Euro denominated benchmark debt security of the Federal Republic of Germany

☐ Other relevant benchmark security

☐ Specification of benchmark security: maturity, ISIN

☐ as daily published by the Deutsche Bundesbank on its website www.bundesbank.de

☐ 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

The Issuer intends to use an amount equal to the net proceeds from this issuance of the Notes to finance, refinance and/or invest in Eligible Projects in line with Eurogrid's Green Bond Framework dated May 2022 and as further described in the section "Use of Proceeds" in the Prospectus.

Estimated net proceeds

EUR 847,662,500

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 an 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 intraday 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

291968023

ISIN

XS2919680236

German Securities Code (WKN)

A4DE2Y

Yield to final maturity

3.732 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)

Active Bookrunners

BNP Paribas

16, boulevard des Italiens
75009 Paris
France

Commerzbank Aktiengesellschaft

Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany

ING Bank N.V.

Foppingadreef 7
1102 BD Amsterdam
The Netherlands

NatWest Markets N.V.

Claude Debussylaan 94
Amsterdam 1082 MD
The Netherlands

Passive Bookrunners

ABN AMRO Bank N.V.

Gustav Mahlerlaan 10
1082 PP Amsterdam
The Netherlands

RBC Capital Markets (Europe) SE

Taunusanlage 17
60325 Frankfurt am Main
Germany

Commissions

Management/Underwriting Commission (specify) 0.275 per cent.

Selling Concession (specify) Not applicable

Listing Commission (specify) Not applicable

Stabilisation Manager(s) None

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 18 October 2024

Estimate of the total expenses related to admission to trading EUR 8,650

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)

Pursuant to S&P's rating definition: "An obligation rated BBB exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligations."

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.

Signed on behalf of the Issuer

By:



Duly authorised

By:



Duly authorised