

**SUPPLEMENT DATED 6 OCTOBER 2022
TO THE BASE PROSPECTUS DATED 28 APRIL 2022**



TenneT Holding B.V.

(Incorporated with limited liability in the Netherlands with its statutory seat in Arnhem)

EUR 25,000,000,000

Euro Medium Term Note Programme

Due from one month to 50 years from the date of original issue

This supplement (the "**Supplement**") is prepared as a supplement to, and must be read in conjunction with, the base prospectus dated 28 April 2022 (the "**Base Prospectus**"). The Base Prospectus has been issued by TenneT Holding B.V. ("**TenneT**" or the "**Issuer**") in respect of a EUR 25,000,000,000 Euro Medium Term Note Programme (the "**Programme**"). This Supplement constitutes a supplemental prospectus to the Base Prospectus for the purposes of Article 23 of the Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

This Supplement has been approved by the Netherlands Authority for the Financial Markets (the "**AFM**") as competent authority under the Prospectus Regulation. The AFM only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement or of the quality of any Euro Medium Term Notes (the "**Notes**") that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

Terms used but not defined in this Supplement have the same meanings ascribed to them in the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Full information on the Issuer and any Series or Tranches of Notes is only available on the basis of the combination of the Base Prospectus, this Supplement and the relevant Final Terms.

Neither this Supplement, the Base Prospectus nor any other information supplied in connection with the Programme or the issue of any Notes constitute, or are intended to constitute an offer to sell or the solicitation of an offer to buy any Notes by or on behalf of Issuer, the Arranger or any Dealer in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction.

The Issuer accepts responsibility for the information contained in this Supplement and for information incorporated by reference herein. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

No person has been authorised to give any information or to make any representation not contained in or not consistent with the Base Prospectus and this Supplement, the applicable Final Terms or any document incorporated by reference herein or therein, or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers or the Arranger.

Neither this Supplement, the Base Prospectus nor any other information supplied in connection with the Programme should be considered as a recommendation by the Issuer, the Arranger or any Dealer that any recipient of this Supplement, the Base Prospectus or any other information supplied in connection with the Programme should purchase any Notes. Accordingly, no representation, warranty or undertaking, express or implied, is made by the Arranger or any Dealer in their capacity as such. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer.

Neither the delivery of this Supplement, the Base Prospectus nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained in the Base Prospectus and herein concerning the Issuer is correct at any time subsequent to 28 April 2022 (in the case of the Base Prospectus) or the date hereof (in the case of this Supplement) or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the Issuer since such date, or that any other information supplied in connection with the Programme or the Notes is correct as of any time subsequent to the date indicated in the document containing the same. The Arranger and the Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme.

Neither the Issuer, the Arranger nor any Dealer represent that the Base Prospectus and this Supplement may be lawfully distributed in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. The distribution of the Base Prospectus and this Supplement may be restricted by law in certain jurisdictions. Persons into whose possession the Base Prospectus and this Supplement come must inform themselves about and observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of this Supplement, the Base Prospectus or any Final Terms and other offering materials relating to the Notes, see "*Subscription and Sale*" in the Base Prospectus. The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or with any securities regulatory authority of any State or other jurisdiction of the United States, and include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons.

So long as the Base Prospectus (as supplemented by this Supplement) is valid as described in Article 12 of the Prospectus Regulation, copies of this Supplement and the Base Prospectus, together with the other documents listed in the "General Information" section of the Base Prospectus and the information incorporated by reference in the Base Prospectus, will be available for viewing on the Issuer's website <https://www.tennet.eu/nl/bedrijf/investor-relations/emtn-programma/> and for inspection, during usual business hours on any weekday (public holidays excepted), at the office of the Issuer, Utrechtseweg 310, 6812 AR Arnhem, The Netherlands.

RECENT DEVELOPMENTS

This Supplement has been prepared to include in the Base Prospectus (information regarding):

- A. the publicly available reviewed interim condensed consolidated financial statements of the Issuer (including the notes thereto and the independent auditor's review report thereon) for the six month period that ended on 30 June 2022, which are included in the TenneT Half-year report 2022 (English version), pages 6-21 (paragraphs 1-4);
- B. updates to the risk factor paragraphs and the "Business Description of Issuer" on the following topics:
 - I. Update on the legal structure of the Group (paragraphs 5-7)
 - II. Regulatory updates (paragraphs 8-19)
 - III. Litigation updates (paragraphs 20-27)
 - IV. Miscellaneous (paragraphs 28-46).
- C. updates to certain hyperlinks (paragraphs 47 and 48).

The Issuer notes that the primary reason for publishing this Supplement is to include in the Base Prospectus the information in paragraphs 1-4 (which relate to financial information in respect of the Issuer), paragraph 8 (which describes a risk in respect of costs relating to damage of assets), paragraphs 10, 15 and 30 (which further describe the effects of trade uncertainty and the increase in electricity prices, in addition to the information that was already included in the Base Prospectus in this respect) and paragraph 28 (which describes certain operational risks) of this Supplement. The Issuer includes the remaining paragraphs of this Supplement to provide investors with up-to-date information on the matters described therein.

With effect from the date of this Supplement, the information contained in, or incorporated by reference into, the Base Prospectus will be amended and supplemented as further described below.

AMENDMENTS AND SUPPLEMENTS TO THE BASE PROSPECTUS

A. TenneT Half-year report 2022

1. The following text is inserted as the first item of the bulleted list on page 37 of the Base Prospectus (section "*Documents Incorporated by Reference*"):

"pages 6-19 (inclusive) (*Interim condensed consolidated financial statements*) and pages 20-21 (inclusive) (*Review report on the condensed consolidated interim financial statements*) of the [TenneT Half-year report 2022](#) (English version);"

2. The following struck through wording is deleted, and the following underlined wording is inserted, in the second sentence of paragraph (6) on page 150 of the Base Prospectus (section "*General Information*") starting with the words "*There has been no*" and ending with the words "*31 December 2021*":

"There has been no significant change in the financial position or financial performance of the Issuer or of the Group since ~~31 December 2021~~ 30 June 2022."

3. The following text is inserted as the third item of the numbered list in paragraph (14) on page 151 of the Base Prospectus (section "*General Information*"):

"the unaudited interim condensed consolidated financial statements of the Issuer for the six month period ended 30 June 2022, which are included in the published TenneT Half-year report 2022 as incorporated by reference into this Prospectus;"

4. The following underlined wording is inserted in paragraph (16) on page 152 of the Base Prospectus (section "*General Information*"), starting with the words "*The auditor of Deloitte Accountants B.V.*" and ending with the words "*of Deloitte Accountants B.V.*":

"The auditor of Deloitte Accountants B.V. has (i) audited and issued an unqualified independent auditor's report on the consolidated financial statements of the Issuer for the year ended on 31 December 2021 and for the year ended on 31 December 2020 and (ii) reviewed and issued an unqualified independent auditor's review report on the unaudited interim condensed consolidated financial statements of the Issuer for the six month period ended 30 June 2022.

The auditor of Deloitte Accountants B.V. is a member of the Koninklijke Nederlandse Beroepsorganisatie van Accountants (NBA), which is a member of International Federation of Accountants (IFAC). The independent auditor's reports have been included in this Base Prospectus, through incorporation by reference, with the consent of Deloitte Accountants B.V."

B. Updates on risk factors and "Business Description of Issuer" paragraphs

I. Update on the legal structure of the Group

5. The second, third and fourth paragraph under the heading "*Capitalisation and Group Structure*" on page 93 of the Base Prospectus starting with the words "*The Issuer's sole shareholder*" and ending with the words "*(the aforesaid Electricity Directive 2009/72/EC)*" are replaced by the following paragraphs:

"The Issuer's sole shareholder is the State of the Netherlands, represented by the Ministry of Finance (as opposed to the Ministry of Economic Affairs being the legislator in respect of the energy sector). On 1 July 2022, the Dutch government published its Policy on Government Participations 2022. In this policy the State categorised its participations in two categories:

1. predetermined temporary state-ownership; and
2. regular state-ownership.

The category "regular state-ownership" contains participations in respect of which the Dutch government deems it important that the State has an influence, to secure the public interest other than via laws and regulation, by means of (partial) state-ownership. In most cases the State is the sole shareholder, but there are cases in which the State shares the ownership with other participants. Regular state-ownerships are evaluated on a periodical basis.

The Policy on Government Participations 2022 provides that the nature of securing the public interest requires a long term participation, but that the State will review on a periodical basis if a participation is still the only way to secure the public interest. Every participation (including the Issuer), shall be evaluated at least once every seven years in order to determine whether it is still feasible and in the public interest for the State to keep a majority interest in such participation. Such review will focus on an assessment of (i) the public framework, (ii) corporate governance, including Corporate Social Responsibility (*Maatschappelijk Verantwoord Ondernemen*), (iii) the economic position and investments, (iv) the strategic environment of the participation and (v) the manner in which public interest are met. Furthermore, in the Policy on Government Participations 2022, the State recognises a positive effect of the strengthening of its influence over the Issuer as mentioned in its Policy on Government Participations 2013 (*Nota Deelnemingenbeleid 2013* (see "*Risk factors – Risks relating to structure of the Issuer – Influence of the State of the Netherlands as the sole shareholder of the Issuer*" and "*Business Description of the Issuer – Corporate Governance*"). It is noted that the business of the Issuer is regulated by the European Union's third package on the internal energy market (including the third EU Electricity Directive 2009/72/EC) and the Electricity Act 1998 (this act, as amended from time to time, the "**Electricity Act**") (as amended to implement the aforesaid Electricity Directive 2009/72/EC)."

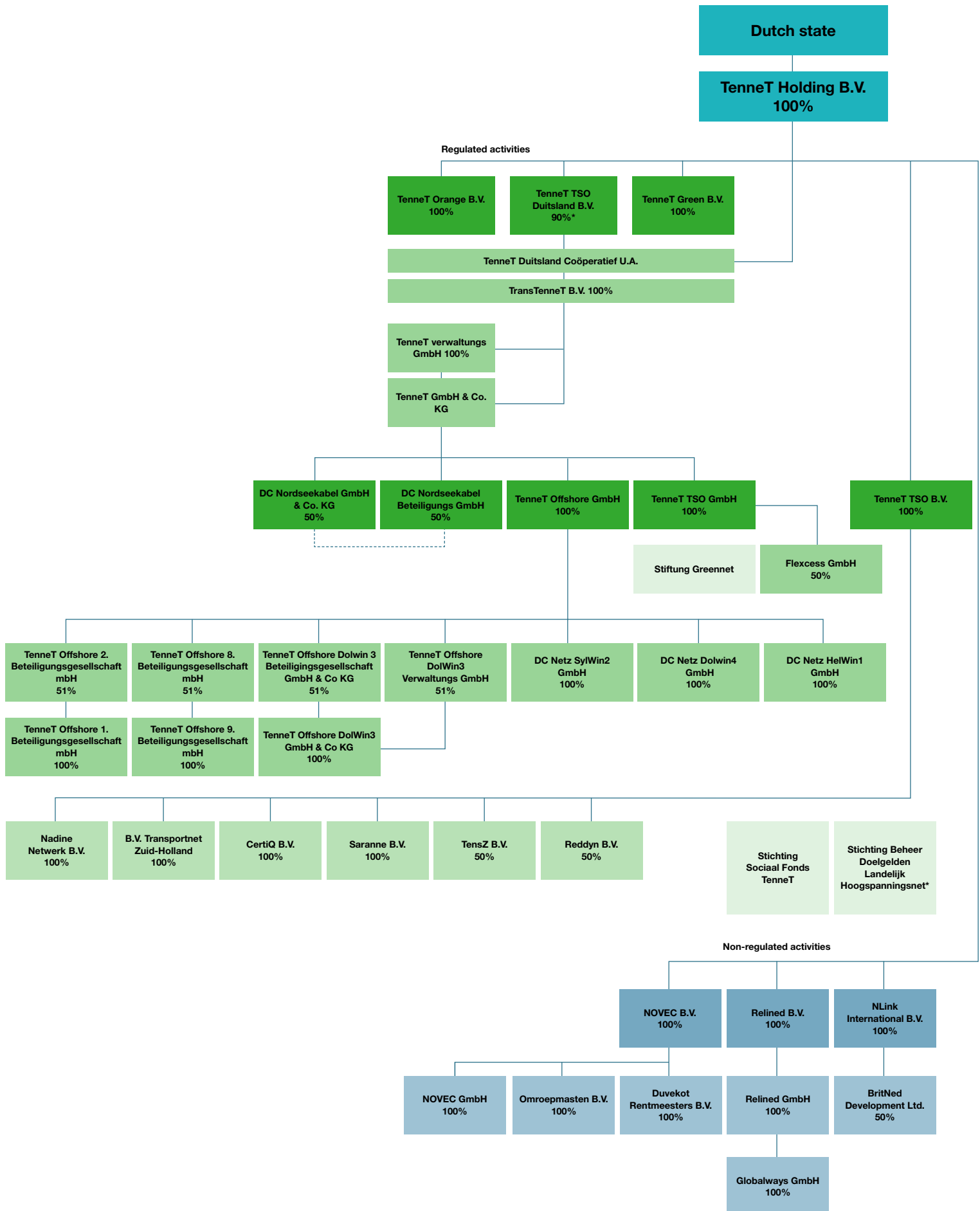
6. The first sentence on page 94 of the Base Prospectus starting with the words "*The legal structure*" and ending with the words "*(minority participations excluded)*:" is replaced by the following sentence:

"The legal structure of the Group as of 31 July 2022 is as follows (minority participations excluded):"

7. The structure chart on page 94 of the Base Prospectus is replaced by the structure chart on the following page:

TenneT Group legal overview

(as per 31 July 2022)



*10% Stichting Beheer Doelgelden Landelijk Hoogspanningsnet

II. Regulatory updates

8. The following underlined sentence is inserted in the first paragraph under the heading "*Dutch regulatory and administrative decisions and proceedings*" on page 10 of the Base Prospectus starting with the words "*The allowed income*" and ending with the words "*and financial position*":

"The allowed income and tariffs of TenneT TSO NL are subject to incentive regulation by the Authority Consumer & Market (*Autoriteit Consument & Markt*, the "**ACM**") providing for a revenue cap (see "*Business Description of the Issuer – Regulatory framework – Tariff regulation*"). Within this regulatory framework, the ACM adopts various decisions regarding TenneT TSO NL. The business, financial condition and net outcome of TenneT TSO NL and the Issuer are sensitive to and may be materially affected by the outcome of such regulatory decisions and any related or other proceedings, inter alia when such decisions and proceedings are based on estimated data (such as inflation), historical data, assumptions, research, efficiency and productivity goals which may be too stringent, fail to acknowledge costs which TenneT TSO NL cannot avoid incurring and, consequently, deviate from actual values or costs made. In addition, changes in the value of the parameters or in the regulatory methodology used may impact the revenue levels of TenneT TSO NL and therefore potentially impact its cash flows, results of operations and financial position. Costs relating to damage of assets of TenneT TSO NL or third parties, e.g. due to unplanned outages of the network, which cannot or cannot be fully recouped by TenneT TSO NL via tariffs or insurances may also materially affect the business, financial condition and net income of TenneT TSO NL and the Issuer."

9. The following struck through wording is deleted in the fourth sentence of the second paragraph under the heading "*German grid tariffs*" on page 11 of the Base Prospectus starting with the words "*For example*" and ending with the words "*(see risk factor "Connection of offshore wind farms")*":

~~"For example, changes made to the regulatory framework in Germany in 2019 and BNetzA's preference to see adjustments being made to the intra-group financing (which adjustments may impact the cost of debt and changes made to the Energiewirtschaftsgesetz ("**EnWG**") in Germany in 2021, which transfers the joint responsibility that TSOs have for new DC grid projects that cover multiple areas to the TSO in whose control area the southern grid interconnection point is located, may impact the revenue levels of TenneT TSO Germany and may therefore impact its cash flows (see risk factor "Connection of offshore wind farms")."~~

10. The first paragraph under the heading "*System responsibility*" on page 12 of the Base Prospectus, and the continuation of that paragraph on page 13, starting with the words "*As set out under*" and ending with the words "*see "Business Description of the Issuer – Regulatory framework"*" is replaced by the following paragraphs:

"As set out under "*Business Description of the Issuer – Regulatory framework – System responsibility*", the German Energy Industry Act (*Energiewirtschaftsgesetz*) includes, *inter alia*, amendments in relation to redispatch measures and decommissioning of generation facilities. Costs incurred by TenneT TSO Germany resulting from such measures are normally recognised by BNetzA as grid-related costs subject to reimbursement under the incentive regulation regime. In this context, several lawsuits have been lodged against TenneT TSO Germany (see "*Business Description of the Issuer – Legal and arbitration proceedings – TenneT TSO Germany*"). These claims are still pending. Pursuant to a decision of the Court of First Instance, TenneT TSO Germany has to reimburse utilities for certain costs retroactively. A

settlement between TSOs, BNetzA and power plant operators utility companies has been reached and the redispatch cost recognition (Freiwillige Selbstverpflichtung ("FSV")) was adapted. The retroactive reimbursement is finalised by the end of 2022. For the further development and the introduction of incentives on redispatch see "*Business Description of the Issuer – Regulatory framework*".

Due to the increased electricity prices and redispatch volumes the costs for system responsibility measures (ancillary services) are increased in 2022 with the result that the Issuer expects a material difference between budget and actual costs for ancillary services in 2022. The increased costs can be passed through via future tariffs in the years 2025-2027."

11. The second paragraph under the heading "*Influence of the State of the Netherlands as the sole shareholder of the Issuer*" on page 17 of the Base Prospectus, starting with the words "*On 18 October 2013*" and ending with the words "*by the Dutch government*" is replaced by the following paragraph:

"On 1 July 2022, the Dutch government published its Policy on Government Participations 2022 (*Nota Deelnemingenbeleid 2022*, the "**Policy on Government Participations 2022**"). In the Policy on Government Participations 2022, the State recognises a positive effect of the strengthening of its influence over the Issuer as mentioned in its Policy on Government Participations 2013 (*Nota Deelnemingenbeleid 2013*), e.g. in respect of important investments and in respect of the appointment of members of the executive board and supervisory board. The Policy on Government Participations 2022 is furthermore focused on the role of participations to secure the public interest, and strives to further professionalise active participations."

12. The following sentence is inserted at the end of the fifth paragraph under the heading "*Dutch electricity market*" on page 95 of the Base Prospectus, starting with the words "*Electricity Directive (EU) 2019/944*" and ending with the words "*(certification on 26 November 2018 and designation on 30 January 2019)*":

"With effect from 5 March 2022, the Dutch Minister for Climate and Energy Policy has renewed the designation of TenneT TSO NL as grid administrator for the national high-voltage grid for a period of ten years or as much longer as stipulated by law."

13. The following struck through wording is deleted, and the following underlined wording is inserted, in the third sentence of the first paragraph under the heading "*Corporate Governance*" on page 100 of the Base Prospectus starting with the words "*Also, the State*" and ending with the words "*the relevant best-practices thereof*":

"Also, the State, as sole shareholder of the Issuer, set out in the Policy on Government Participations ~~2013~~ 2022 that it expects the Issuer to comply with the Corporate Governance Code or to explain, where applicable, why the Issuer does not comply with the relevant best-practices thereof."

14. The following struck through wording is deleted, and the following underlined wording is inserted, in the first paragraph under the heading "*Tariff regulation for the current regulatory period (2022-2026)*" on page 107 of the Base Prospectus starting with the words "*During 2020 and 2021*" and ending with the words "*(see "Risk Factors – Impact of Dutch and German regulatory frameworks on the Issuer's business financial conditions and net income – Dutch regulatory and administrative decisions and proceedings")*":

~~"During 2020 and 2021, the ACM has held numerous consultation meetings to prepare for the next regulatory period. The new method decision regarding TenneT TSO NL will apply for a period of five years (2022-2026). For this new regulatory period, the ACM decided to change the methodology for establishing the risk free rate in the WACC. Following the consultation input of market parties for the gas TSO Gasunie Transport Services B.V. ("GTS"), the ACM has decided to replace the estimated (risk free) rate¹ for equity and debt by the actual (risk free) rate in the respective year of the next regulatory period. This would likely might positively or negatively impact TenneT's cash flows (and ~~may~~ might therefore ~~decrease~~ impact the revenue of the Issuer in the Netherlands) in the foreseeable future due to the ~~continuing decline~~ changes in risk free rates (see "Risk Factors – Impact of Dutch and German regulatory frameworks on the Issuer's business financial conditions and net income – Dutch regulatory and administrative decisions and proceedings")."~~

15. The following underlined sentence is inserted at the end of the sixth paragraph on page 108 of the Base Prospectus starting with the words "With respect to" and ending with the words "for these procurement costs":

"With respect to the regulation of energy and power, the ACM decided to ensure a full pass through for system operations costs of energy and power. For energy and power related to the transportation task (redispatch, losses and reactive power), the ACM decided to maintain the maximum exposure of 5% on the budget for these procurement costs. Deviations between realisation and budget of energy and power costs (ancillary services) in year t are recalculated in the tariffs of year t+2."

16. The following struck through wording is deleted, and the following underlined wording is inserted, in the first sentence under the heading "Revenue structure and grid tariffs" on page 109 of the Base Prospectus starting with the words "In 2021, approximately 71%" and ending with the words "and its affiliated entities":

"In 2021, approximately 71% of the Issuer's underlying consolidated revenues (excluding ~~selling electricity from renewable energy sources or from balancing of cogeneration volumes~~ surcharges like EEG or Kraft-Wärme-Kopplungsgesetz ("KWKG")) were generated by TenneT TSO Germany and its affiliated entities."

17. The following struck through wording is deleted, and the following underlined wording is inserted, in the second paragraph on page 110 of the Base Prospectus starting with the words "With the amendment" and ending with the words "they want to apply":

"With the amendment of the ARegV, the treatment of the CAPEX for DSO and TSO will be almost completely standardized from 2024 and the concept of the capital cost adjustment mechanism ("**Kapitalkostenabgleich**"), which has previously only been used for DSOs, will also be introduced for TSOs. The Kapitalkostenabgleich concept implies that each year, the regulatory asset base is increased by new expansion and replacement investments (CAPEX) and decreased by asset disposals and depreciation. The regulatory remuneration for capital costs is then calculated using the adjusted asset base on an annual basis. TSOs ~~can still~~ could apply for investment measures until 31 March 2022. There is a transition period for approved investment measures until 2028. In the regulatory period starting 2024, the concepts of Kapitalkostenabgleich and investment measures will be applied in parallel. ~~However, the~~

¹ Debt is based on the cost of debt of a peer group (obligation-index of European utilities with a single A-rating) and transaction costs on top of the utility-index rate.

~~capital cost reduction is suspended for that period.~~ TSOs have the right to choose which concept they want to apply."

18. The following underlined sentences are inserted in the last paragraph on page 110 of the Base Prospectus starting with the words "*At the beginning of 2019*" and ending with the words "*will remain until 2023*":

"At the beginning of 2019, TenneT TSO Germany received from BNetzA the formal decision for the determination of the yearly revenue cap for the onshore grid for the third regulatory period, which is based on the prior cost assessment. All documents regarding the onshore cost assessment for the fourth regulatory period were submitted to BNetzA end of May 2022. The result of the cost assessment will be the basis for the revenues of the next regulatory period from 2024-2028. In 2021, TenneT and BNetzA reached a common understanding regarding the assessment of the offshore grid connection costs (CAPEX and OPEX) in 2019, including the general calculation logic and principles until the end of the current regulatory period (2023). An annual efficiency check of OPEX will remain until 2023."

19. The following struck through wording is deleted, and the following underlined wording is inserted, in the first paragraph under the heading "*Connection of offshore wind farms*" on page 112 of the Base Prospectus starting with the words "*On 28 December 2012*" and ending with the words "*70 GW by 2045*":

"On 28 December 2012, the German legislator introduced a "system change" in relation to the development and construction of OWF Connections. TenneT TSO Germany as the responsible TSO is obliged to realise OWF Connections to the German coast of the North Sea. Offshore grid expansion is based on the grid development plan (NEP) and the site development plan (FEP). This statutory framework further provides for a binding completion date of OWF Connections. To that effect, TenneT TSO Germany has to publish on its website a preliminary completion date which becomes binding 30 months prior to the envisaged completion (and shall become binding 36 months prior to the envisaged completion after a revision of the "Wind Energy At Sea Act" which will enter into force soon). On the basis of planned OWFs and OWF Connections as well as under consideration of the statutory offshore grid expansion target, BNetzA allocates offshore grid connection capacities to OWFs by way of formal administrative decision. With the Wind Energy at Sea Act amended in December 2020, the German government increased the connection capacity to 20 GW in total by 2030 and 40 GW by 2040. ~~The new German government which is in power since December 2021 now assesses a further acceleration of the offshore grid expansion and foresees in its coalition agreement~~ With a revision of the Wind Energy At Sea Act which has been passed and will enter into force soon, the new targets of are 30 GW by 2030, 40 GW by 2035 and 70 GW by 2045."

III. Litigation updates

20. The following sentences are inserted at the end of the penultimate paragraph on page 10 of the Base Prospectus starting with the words "*For example, TenneT TSO NL was involved in*" and ending with the words "*the industrial customer*":

"The customer has appealed against the ruling. Should this appeal be successful, then this may result in the ruling that TenneT has to pay damages to the industrial customer."

21. The following struck through wording is deleted, and the following underlined wording is inserted, in the second paragraph on page 12 of the Base Prospectus, starting with the words "*Until 2018, BNetzA granted*" and ending with the words "*due to insufficient verification*":

"Until 2018, BNetzA granted an OPEX lump sum for offshore assets of 3.4% during the investment measure phase. BNetzA has revised its decision to grant an OPEX lump sum for offshore assets. In its decision of 18 May 2020, the BNetzA revoked the lump sum for offshore assets with retroactive effect for the year 2018. On 16 June 2020, TenneT TSO GmbH and TenneT's offshore TSOs filed an appeal against the withdrawal of the OPEX lump sum rate for the year 2018. The statement of grounds of the appeal of TenneT Offshore 9. Beteiligungsgesellschaft mbH was submitted to the Düsseldorf Higher Regional Court (OLG Düsseldorf) on 18 August 2021 and the oral hearing took place on 27 April 2022. The court has set the date for the oral hearing for 27 April 2022. For TenneT TSO GmbH and the remaining TenneT Offshore TSOs the deadline for filing the statement of grounds of the appeal was extended until 20 July 2022. In light of considerable legal uncertainties, the Düsseldorf Higher Regional Court (OLG Düsseldorf) suggested an out-of-court settlement of the dispute to both parties. TenneT and BNetzA have negotiated economic and legal conditions for an out-of-court settlement based on actual OPEX. The court proceedings ended in July 2022. From 2019 on, due to regulatory changes, operational expenses are reimbursed based on actuals instead of by way of an OPEX lump sum. However, it cannot be ruled out that the actual operating costs will not be fully reimbursed, as the regulator may potentially not be able to sufficiently verify such operating costs due to insufficient verification. The reimbursement of actual operating costs is therefore subject to a regulatory verification risk."

22. The following struck through wording is deleted, and the following underlined wording is inserted, in the fourth paragraph on page 111 of the Base Prospectus starting with the words "*At the beginning of 2020*" and ending with the words "*will be allowed*":

"At the beginning of 2020, BNetzA confirmed the regulatory recognition of TenneT's cost of debt for the IMAs 2013-2019. With effect from 1 January 2021, the BNetzA adjusted the definition for calculating the costs of investment measures. The adjustments mainly concern the recognition of interest on group loans and the recognition of imputed trade tax for excess equity (equity >40%). In the medium term, TenneT assumes that TenneT's revenues will not be significantly affected by the change. Since the new definition offers a comparatively large amount of room for interpretation, TenneT has filed an appeal against the definition. The court ruling was announced on 23 March 2022. With regard to the rules and definitions envisaged by BNetzA on group financing and the treatment of hybrid bonds, the court reversed BNetzA's determination. An appeal to the Federal Court of Justice (BGH) will be allowed."

23. The following struck through wording is deleted, and the following underlined wording is inserted in the last three sentences of the last paragraph on page 111, and the continuation of that paragraph on page 112, of the Base Prospectus starting with the words "*TenneT TSO Germany and many other DSOs and TSOs*" and ending with the words "*An appeal to the BGH is possible.*":

"In view of the relevance of the sectorial productivity factor in the regulatory framework applicable to TeneT TSO Germany, it is noted for completeness that TeneT TSO Germany and many other DSOs and TSOs started an appeal procedure against the determination of the sectorial productivity factor. With decisions from 16 March 2022, the Düsseldorf Higher Regional Court revoked the BNetzA's decision and obliged the authority to reassess the determination of the general sectorial productivity factor for energy grid operators (Xgen-Strom) for the 3rd regulatory period, taking into account the court's interpretation of the law. ~~An appeal to the BGH is possible.~~ However, BNetzA appealed to the BGH."

24. The following sentences are inserted at the end of the penultimate paragraph on page 122 of the Base Prospectus, starting with the words "*TenneT TSO NL was involved in*" and ending with the words "*the industrial customer*":

"The customer has appealed against the ruling. Should this appeal be successful, then this may result in the ruling that TenneT has to pay damages to the industrial customer. "

25. The following struck through wording is deleted, and the following underlined wording is inserted, in the second paragraph under the heading "*TenneT TSO Germany*" on page 123 of the Base Prospectus starting with the words "*In its decision*" and ending with the words "*until 20 July 2022*":

"In its decision of 18 May 2020, the BNetzA revoked the lump sum for offshore assets with retroactive effect for the year 2018. On 16 June 2020, TenneT TSO GmbH and TenneT's offshore TSOs filed an appeal against the withdrawal of the OPEX lump sum rate for the year 2018. The statement of grounds of the appeal of TenneT Offshore 9. Beteiligungsgesellschaft mbH was submitted to the Düsseldorf Higher Regional Court (OLG Düsseldorf) on 18 August 2021 and the oral hearing took place on 27 April 2022. ~~For TenneT TSO GmbH and the remaining TenneT Offshore TSOs the deadline for filing the statement of grounds of the appeal was extended until 20 July 2022.~~ In light of considerable legal uncertainties, Düsseldorf Higher Regional Court (OLG Düsseldorf) suggested an out-of-court settlement of the dispute to both parties. TenneT and BNetzA have negotiated economic and legal conditions for an out-of-court settlement based on actual OPEX. The court proceedings ended in July 2022."

26. The penultimate paragraph on page 123 of the Base Prospectus starting with the words "*At the beginning of 2020*" and ending with the words "*will be allowed*" is deleted.

27. The following struck through wording is deleted, and the following underlined wording is inserted in the last three sentences of the first paragraph on page 124 of the Base Prospectus starting with the words "*TenneT TSO Germany and many other DSOs and TSOs*" and ending with the words "*An appeal to the BGH is possible.*":

"In view of the relevance of the sectorial productivity factor in the regulatory framework applicable to TeneT TSO Germany, it is noted for completeness that TeneT TSO Germany and many other DSOs and TSOs started an appeal procedure against the determination of the sectorial productivity factor. With

decisions from 16 March 2022, the Düsseldorf Higher Regional Court revoked the BNetzA's decision and obliged the authority to reassess the determination of the general sectorial productivity factor for energy grid operators (Xgen-Strom) for the 3rd regulatory period, taking into account the court's interpretation of the law. ~~An appeal to the BGH is possible. However, BNetzA appealed to the BGH.~~"

IV. Miscellaneous

28. The following underlined sentences are inserted in the paragraphs under the heading "*Operational, technical and realisation risk*" on page 13 of the Base Prospectus starting with the words "*The Issuer faces*" and ending with the words "and "*Reputational Damage*".":

"The Issuer faces a substantial investment programme in the coming years to (i) connect renewable and conventional electricity production capacity to the grid; (ii) ensure optimal grid availability (security of supply); and (iii) drive the energy transition as a green grid operator and thought leader. The level, complexity and innovative character of these investment projects brings along operational risks. For example, the increased demand for additional (extra) high-voltage underground connections can affect the reliability of the transmission network. Technical problems with underground cables are more expensive and require longer time to repair than problems with overhead power lines. Additionally, the acceptance of requests from customers to be connected to the grid could be limited or postponed due to shortages in either resources or physical grid capacity. Besides that, the development of innovative instruments to increase flexibility and grid utilization is necessary for an affordable energy transition. However, this may lead to significant changes in grid operation and maintenance, e.g. due to increased volatility of renewable energy. Since late 2019 insurers have been offering less comprehensive conditions and lower risk shares and risk limits. The Issuer is looking into several solutions, among which is the creation of a captive insurance company.

Furthermore, there is a risk, amongst others, of financial instability of suppliers, insufficient supplier capacity, materials and human resources to realise the substantial investment programme. Additionally, the increasing number of construction and maintenance operations - in conjunction with the volatility of renewable energies - aggravates the outage planning. The development of several large projects simultaneously and the introduction of new combinations of existing technology in, amongst others, platform design, construction and installation of offshore high voltage direct current ("HVDC") converter stations increase realisation risks for projects. Due to the novelty and complexity of HVDC connections, further technical as well as operational issues might arise after the construction phase. Accordingly, should any such risks occur, these may result in increased costs and/or delays in project completion, which may result in curtailment or suspension of the Issuer's related operations. As a result, the manifestation of such risks could have a material adverse effect on the Issuer's business, financial condition and net income. It is also reiterated that interruptions in the transmission network may lead to claims and investigations as well as reputational damage, so that the Issuer's business, financial condition and net income may also be affected in that way (see risk factors "*Dutch regulatory and administrative decisions and proceedings*" and "*Reputational damage*")."

29. The following underlined wording is inserted in the third sentence of the paragraph under the heading "*Reputational damage*" on page 14 of the Base Prospectus starting with the words "*The need for projects*" and ending with the words "*is expected to intensify*":

"The need for projects to build, maintain and replace the grid is expected to intensify based on the adjusted European goal setting to for instance, but not only, reduce gas dependency."

30. The following underlined sentences are inserted in the paragraph under the heading "*Geopolitical risk*" on page 15 of the Base Prospectus starting with the words "*The Issuer faces*" and ending with the words "*financial condition and net income*":

"The Issuer faces a substantial investment programme in the coming years to connect renewable and conventional electricity production capacity to the grid and to ensure optimal grid availability (security of supply). To realize its investment programme, the Group might do business with suppliers or secure equipment from countries which are politically sensitive due to national security concerns in either the Netherlands or Germany. Ongoing geopolitical and trade uncertainty from a range of factors may have a material adverse impact on the ability to do business with suppliers or secure equipment from countries which are politically sensitive due to national security concerns and consequently on the Issuer's business, financial condition and net income. Ongoing geopolitical and trade uncertainty from a range of factors may have an effect on credit risk in relation to ancillary services parties and the costs for system responsibility measures (ancillary services), which are expected to increase materially in 2022. These higher costs lead to a difference between budget and actual costs and have to be prefinanced by the Issuer. The higher costs can be recouped via future tariffs but have, under current IFRS treatment of regulatory receivables in Germany, a negative effect on the Issuer's IFRS result. Ongoing geopolitical uncertainty from a range of factors may result in delays in projects, higher energy prices, higher costs for ancillary services and higher cost of supplies that are needed for maintenance and investment projects. In addition, government targets may change due to developments in the geopolitical landscape, which may have an impact on the Issuer's investment scheme. Furthermore, ongoing political uncertainty may also have an impact on stability and predictability of the infeed of electricity into the grid, which may have a material adverse impact on the security of supply and consequently on the Issuer's business, financial condition and net income."

31. The following struck through wording is deleted, and the following underlined wording is inserted, in the first paragraph under the heading "*Influence of the State of the Netherlands as the sole shareholder of the Issuer*" on page 16 of the Base Prospectus, and the continuation of that paragraph on page 17, starting with the words "*In its decision*" and ending with the words "*until 20 July 2022*":

"The Issuer is controlled by the State of the Netherlands (the "**State**"), being the sole shareholder of the shares in the share capital of the Issuer. ~~The Issuer's current dividend policy is to pay 35% of the underlying distributable profit, after income allocated to project investors and distributions made to hybrid capital holders, as dividend to its shareholder.~~ Since the financial year 2015, the Issuer has paid 35% of the underlying distributable profit, after income allocated to project investors and distributions made to hybrid capital holders, as dividend to its shareholder and the Issuer expects that the dividend pay-out ratio to the State will not increase in the near term. The State has a strong interest in maintaining a healthy financial profile for the Issuer. Through its role as sole shareholder, policymaker and legislator the State has a certain influence on the Issuer's operations, which depending on the circumstances may positively or negatively influence the Issuer's business, financial condition and net income."

32. The following struck through wording is deleted, and the following underlined wording is inserted, in the third paragraph under the heading "*Influence of the State of the Netherlands as the sole shareholder of the Issuer*" on page 17 of the Base Prospectus, starting with the words "*The significant amount of investments*" and ending with the words "*exploring several alternatives*":

"The significant amount of investments (see "*Business Description of the Issuer - Funding*") is expected to require additional equity capital to maintain sufficient credit ratings for the Issuer and for

its individual Subsidiaries. On 13 September 2019, the Dutch Minister of Finance informed the Dutch parliament (*Tweede Kamer*) in writing of the further capital needs by TenneT to protect its current credit ratings in view of TenneT's large and growing planned capex programme. A joint declaration of intent was signed by the Dutch and German state on 19 May 2020 to, among other things, further investigate the possibility of the German state taking a minority interest in the Issuer or TenneT TSO Germany. On 2 February 2021, the Dutch Minister of Finance informed the Dutch parliament that the Dutch state will reevaluate its initially preferred option and alternative options and that it has not extended the exclusivity period for negotiations with the German state. On 31 March 2021, the Dutch Minister of Finance updated the Dutch parliament regarding the Issuer's investment agenda and capital needs. The budget for the Netherlands, presented on 21 September 2021, sets out the equity contributions the Dutch State intends to make to the Issuer for investments in the Dutch electricity grid: EUR 4.25 billion over the 2023-2030 period. The aforementioned intended equity contributions by the Dutch State have been updated and increased in the budget for the Netherlands, presented on 20 September 2022. The Dutch State intends to make equity contributions of approximately EUR 5.1 billion to the Issuer over the 2022-2025 period for investments in the Dutch electricity grid. As set out in the Explanatory Memorandum (*Memorie van Toelichting*) 36200-IX-3, the Issuer expects that additional equity is required over the period 2026-2031 for investments in the Dutch electricity grid. The equity contributions from the Dutch State are may be conditional and (e.g. it could be that contributions will only be made available if and when the Issuer needs them to maintain its credit ratings). For the remaining equity requirements for the Issuer's investments in the German electricity grid, the Issuer is exploring several alternatives."

33. The following struck through wording is deleted, and the following underlined wording is inserted, in the fifth sentence of the third paragraph under the heading "*Offshore grid*" on page 96 of the Base Prospectus starting with the words "*At this moment*" and ending with the words "*approximately 21 GW in 2030*":

~~"At this moment, it is expected that the Dutch government will adjust~~ The Dutch government has adjusted the wind energy development plan in June 2022 to increase the foreseen 10.6 GW offshore wind by approximately 10 GW to a total of approximately 21 GW in 2030."

34. The third sentence of the paragraph directly above the heading "*Corporate Governance*" on page 100 of the Base Prospectus starting with the words "*In February 2021*" and ending with the words "*crowd balancing platform Equigy*" is replaced by the following sentence:

"Since then, Austrian Power Grid AG and TransnetBW GmbH joined the crowd balancing platform Equigy."

35. In the list of "*Positions outside the Issuer*" of Mr M.C. (Maarten) Abbenhuis on page 101 of the Base Prospectus (section "*Business Description of Issuer*"), the position "*Formal representative Vereniging Nederlandse EnergieData Uitwisseling (NEDU)*" is deleted and the position "*Member Supervisory Board of Royal Swinkels Family Brewers N.V.*" is added as the final position.

36. In the list of "*Positions outside the Issuer, TenneT TSO NL or TenneT TSO Germany*" of Mr A.F. (Ab) van der Touw on page 102 of the Base Prospectus (section "*Business Description of Issuer*"), the position "*Chair Supervisory Board Fonds Slachtofferhulp*" is replaced by the position "*Chair Board Fonds Slachtofferhulp*".

37. In the list of "Positions outside the Issuer, TenneT TSO NL or TenneT TSO Germany" of Mr A.C.C. (Stijn) van Els on page 103 of the Base Prospectus (section "Business Description of Issuer"), the position "Commercial Director at Havenbedrijf Rotterdam N.V." is replaced by the position "CEO of HyCC B.V. (the Hydrogen Chemistry Company)".
38. In the list of "Positions outside the Issuer, TenneT TSO NL or TenneT TSO Germany" of Ms L.J. (Laetitia) Griffith on page 103 of the Base Prospectus (section "Business Description of Issuer"), the position "Chair Supervisory Board of Holding Nationale Goede Doelen Loterij N.V. / Postcode Loterij" is deleted, the position "Chair Board of Nederlands Filmfonds" is replaced by the position "Chair Supervisory Board of Nederlands Filmfonds", and the positions "Chair of the Board of Save the Children The Netherlands" and "Member of the Electoral Council" are added as the final two positions.
39. The map on page 105 of the Base Prospectus is replaced by the following map:



40. The paragraph under the heading "*Connection to and take-off of energy produced by OWFs*" on page 115 of the Base Prospectus, and the continuation of that paragraph on page 116, starting with the words "*TenneT is designated as*" and ending with the words "*the onshore transmission tariffs*" is replaced by the following paragraph:

"TenneT is designated as the sole operator of the offshore grid. TenneT TSO NL has the obligation to connect offshore wind farms to this offshore grid, in accordance with a development framework determined by the Ministry of Economic Affairs & Climate. A failure to comply with the obligation to timely construct and operate OWF connections might result in claims for damages by the respective operators of OWFs. However, the Electricity Act reduces such liability risks significantly. Any liability of TenneT TSO NL as offshore system operator to the offshore electricity producers can be recouped through future tariffs, including any liability for simple negligence, and liability for gross negligence exceeding EUR 10 million a year. In principle, TenneT TSO NL must bear the costs relating to the construction of the grid connection. However, the costs resulting from such investments will be recouped through subsidies from the State or, if the investments cannot be recouped from the subsidy, are recouped through the onshore tariffs."

41. The following struck through wording is deleted from the first item of the bulleted list on page 118 of the Base Prospectus starting with the words "*to facilitate spot*" and ending with the words "*unregulated activities*")":

~~"to facilitate spot, short-term and long-term trading in electricity (see the description of Holding des Gestionnaires de Réseau de Transport d'Électricité S.A.S. ("**HGRT**") and **ETPA Holding B.V.** in "*Description of the Issuer – Business – Subsidiary overview – unregulated activities*");"~~

42. The fourth item of the bulleted list on page 119 of the Base Prospectus, and the continuation of that item on page 120, starting with the words "*TSCNET Services GmbH*" and ending with the words "*and MAVIR Hungarian Independent Transmission Operator Company Ltd.*" is replaced by the following item:

"TSCNET Services GmbH: 6.25%. The remaining voting shares are held by 50Hertz Transmission GmbH, Amprion GmbH, Austrian Power Grid AG, ČEPS a.s., Creos Luxembourg S.A., ELES sistemski operater prenosnega elektroenergetskega omrežja d.o.o., Croatian Transmission System Operator Ltd., National Power Grid Company Tranelectrica S.A, Slovenská elektrizačná prenosová sústava, a.s., Swissgrid AG, TenneT TSO GmbH, TransnetBW GmbH, Polskie Sieci Elektroenergetyczne S.A., MAVIR Hungarian Independent Transmission Operator Company Ltd. and Vorarlberger Übertragungsnetz GmbH."

43. The second item of the bulleted list on page 120 of the Base Prospectus starting with the words "*TSCNET Services GmbH*" and ending with the words "*and MAVIR Hungarian Independent Transmission Operator Company Ltd.*" is replaced by the following item:

"TSCNET Services GmbH: 6.25%. The remaining shares are held by 50Hertz Transmission GmbH, Amprion GmbH, Austrian Power Grid AG, ČEPS a.s., Creos Luxembourg S.A., ELES sistemski operater prenosnega elektroenergetskega omrežja d.o.o., Croatian Transmission System Operator Ltd., National Power Grid Company Tranelectrica S.A, Slovenská elektrizačná prenosová sústava, a.s., Swissgrid AG, TenneT TSO B.V., TransnetBW GmbH, Polskie Sieci Elektroenergetyczne S.A.,

MAVIR Hungarian Independent Transmission Operator Company Ltd. and Vorarlberger Übertragungsnetz GmbH."

44. The final sentence of the paragraph under the heading "*NOVEC B.V.*" on page 121 of the Base Prospectus starting with the words "*In Germany, NOVEC B.V.*" and ending with the words "*for mobile telecom purposes*" is replaced by the following sentences:

"In Germany, NOVEC B.V. has a 100% interest in NOVEC GmbH, which rents out and manages antenna sites for mobile telecom purposes. NOVEC B.V. previously also had a 100% interest in WL Winet GmbH, but this entity was liquidated in March 2022."

45. The heading "*ETPA Holding B.V.*" and the paragraph directly below it on page 122 of the Base Prospectus starting with the words "*The Issuer has*" and ending with the words "*smaller parties as well*" is deleted.

46. The bulleted list under the heading "*Funding*" on page 126 of the Base Prospectus starting with the item "*internally generated cash flows*" and ending with the item "*borrowing debt via other instruments such as "Schuldscheindarlehen", "Namenschuldverschreibung", loans from the European Investment Bank and/or US Private Placements*" is replaced by the following bulleted list:

- (i) internally generated cash flows;
- (ii) EUR 3,600,000,000 committed revolving credit facility;
- (iii) EUR 1,750,000,000 committed bilateral credit facilities;
- (iv) EUR 3,300,000,000 commercial paper programme;
- (v) public or private debt issuances under the Issuer's EUR 25,000,000,000 EMTN Programme;
- (vi) various uncommitted bank- and credit lines totalling EUR 650,000,000;
- (vii) issue of perpetual capital securities;
- (viii) borrowing debt via other instruments such as "Schuldscheindarlehen", "Namenschuldverschreibung", loans from the European Investment Bank and/or US Private Placements;

C. Hyperlinks

47. The hyperlinks referring to <https://www.tennet.eu/nl/bedrijf/investor-relations/emtn-programma/> on pages 37, 136 and 151 shall be replaced by a hyperlink referring to <https://www.tennet.eu/nl/about-tennet/investor-relations/emtn-programma>.
48. The hyperlinks referring to <http://www.tennet.eu/nl/nl/corporate-governance.html> and <https://www.tennet.eu/nl/bedrijf/profiel/corporate-governance/>, on page 100 and 151 respectively of the Base Prospectus shall be replaced by a hyperlink referring to <https://www.tennet.eu/nl/nl/about-tennet/our-organisation/governance-en-regulering>.