

Second Supplement  
dated 6 January 2026  
to the Debt Issuance Prospectus dated 9 May 2025 as supplemented by the  
First Supplement dated 19 September 2025

*This second supplement (the "Second Supplement") constitutes a supplement to the base prospectus dated 9 May 2025 of Amprion GmbH as supplemented by the First Supplement dated 19 September 2025 (together, the "Supplemented Prospectus") in respect of non-equity securities for the purpose of the Luxembourg Stock Exchange (the "Prospectus"). It has been drawn up pursuant to Part IV of the Luxembourg Law of 16 July 2019 on Prospectuses for Securities (Loi relative aux prospectus pour valeurs mobilières, the "Luxembourg Law") together with the rules governing the functioning of the Luxembourg Stock Exchange.*

**Amprion GmbH**

(Dortmund, Federal Republic of Germany)

as Issuer

**EUR 25,000,000,000**  
**Debt Issuance Programme**  
**(the "Programme")**

This Second Supplement has been prepared to update certain recent developments of Amprion GmbH.

This Second Supplement has been approved in compliance with the Rules and Regulations of the Luxembourg Stock Exchange dated March 2025 by the Luxembourg Stock Exchange, which is the competent entity for the purpose of Part IV of the Luxembourg Law, and will be published in electronic form on the website of the Luxembourg Stock Exchange ([www.LuxSE.com](http://www.LuxSE.com)) and on the website of Amprion GmbH ([www.amprion.net](http://www.amprion.net)).

This Second Supplement should only be distributed in connection with the Supplemented Prospectus. It should only be read in conjunction with the Supplemented Prospectus.

The Issuer accepts responsibility for the information contained in this Second Supplement and hereby declares, that having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement and (b) any statement in or incorporated by reference in the Supplemented Prospectus, the statements in (a) above will prevail.

Terms defined or otherwise attributed meanings in the Supplemented Prospectus have the same meaning in this Second Supplement.

Since the publication of the Supplemented Prospectus, save as disclosed on page 2 of this Second Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Supplemented Prospectus which may affect the assessment of any notes issued under the Programme.

**This Second Supplement may only be used for the purpose for which it has been published as set out below. This Second Supplement may not be used for the purpose of an offer or solicitation by and to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation.**

**This Second Supplement does not constitute an offer or an invitation to subscribe for or purchase any notes issued under the Programme.**

**The following changes are made to the Supplemented Prospectus:**

- 1. In the section "9. Capital, Shares and Major Shareholders", the sub-section "Share Capital" beginning on page 40 of the Supplemented Prospectus shall be deleted and replaced in its entirety by the following information:**

"The two shareholders of Amprion GmbH are M31 Beteiligungsgesellschaft mbH & Co. Energie KG (a consortium of primarily German institutional investors from the insurance industry and pension funds) and RWE Alkaios Holding GmbH.

The share capital and voting rights in Amprion GmbH are divided among the shareholders as of 31 December 2025 as follows:

Shareholder	Capital share	Voting rights
M 31 Beteiligungsgesellschaft mbH & Co. Energie KG	74.9 %	74.9 %
RWE Alkaios Holding GmbH	25.1 %	25.1 %
"		

- 2. The section "15. Recent Developments" on page 42 of the Supplemented Prospectus, the third paragraph shall be deleted and replaced by the following information:**

"The former shareholder RWE AG and the asset manager Apollo Global Management agreed to set up a joint venture to hold the 25.1 per cent share of Amprion GmbH. RWE AG will retain operational control of the joint venture and continue to manage the investment in Amprion GmbH. The transaction has been closed as expected in November 2025. The newly established joint venture between RWE AG and Apollo Global Management holds RWE AG's stake in Amprion, RWE Alkaios Holding GmbH is the new shareholder of the 25.1 per cent share of Amprion GmbH.

On 25 November 2025, the Issuer's Supervisory Board resolved to establish a subsidiary for the development of artificial intelligence ("AI"). To support and expand AI developments at Amprion, the subsidiary will work closely with IT and other departments. The new business unit is to be established as a wholly owned subsidiary of Amprion in the course of 2026.

In December 2025 Amprion received EUR 2.2 billion in equity capital from its shareholders M31 Beteiligungsgesellschaft mbH & Co. Energie KG and RWE Alkaios Holding GmbH."

- 3. In the section "USE OF PROCEEDS" on page 143 of the Supplemented Prospectus, the fifth and sixth paragraphs shall be deleted and replaced by the following information:**

"In December 2025, the Issuer received an ESG Risk Rating<sup>2</sup> update of 16.0 via a partial update and was assessed by Sustainalytics to be at low risk<sup>3</sup> of experiencing material financial impacts from ESG factors.<sup>4</sup>

In September 2025, the Issuer received an ESG Rating<sup>2</sup> update by Sustainable Fitch. Amprion achieved an ESG Entity Rating of "2", with a score of 76 out of possible 100, for its corporate sustainability performance. All of Amprion's green bonds issued up to the end of June 2025 have been confirmed or awarded an ESG framework rating of "2", with a score of 86 out of possible 100. Sustainable Fitch has affirmed the ESG Instrument Rating, being a combination of the ESG Entity Rating and the ESG Framework Ratings, of "2", with a score of 85.<sup>5</sup>"

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<sup>2</sup> ESG ratings may vary amongst ESG ratings agencies as the methodologies used to determine ESG ratings may differ. The Issuer's ESG ratings are not necessarily indicative of its current or future operating or financial performance, or any future ability to service the Notes and are only current as of the dates on which they were initially issued. Prospective investors must determine for themselves the relevance of any such ESG ratings information contained in this Prospectus or elsewhere in making an investment decision. Furthermore, ESG ratings shall not be deemed to be a recommendation by the Issuer or any other person to buy, sell or hold the Notes. Currently, the providers of such ESG ratings are not subject to any regulatory or other similar oversight in respect of their determination and award of ESG ratings.

<sup>3</sup> Sustainalytics ranks companies in one of five ESG risk severity categories ranging from "Negligible" (0-10), "Low" (10-20), "Medium" (20-30), "High" (30-40) to "Severe" (40+) based on a company's exposure to industry specific ESG risks and how well such company is managing those risks, whereas a rating of "Low" is the second lowest category.

<sup>4</sup> This section contains information developed by Sustainalytics ([www.sustainalytics.com](http://www.sustainalytics.com)). Such information and data are proprietary of Sustainalytics and/or its third party suppliers (Third Party Data) and are provided for informational purposes only. They do not constitute an endorsement of any product or project, nor an investment advice and are not warranted to be complete, timely, accurate or suitable for a particular purpose.

<sup>5</sup> Sustainable Fitch's ratings are assigned on a scale of 1 to 5, where "1" is the strongest.

**ADDRESS**

**THE ISSUER**

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