

First Supplement
dated 19 September 2025
to the Debt Issuance Prospectus dated 9 May 2025

*This first supplement (the "**First Supplement**") constitutes a supplement to the base prospectus dated 9 May 2025 of Amprion GmbH 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 9,000,000,000
Debt Issuance Programme
(the "Programme")**

This First Supplement has been prepared to supplement Amprion's half year financial statements for the first half of the financial year 2025, to update risk factors, to incorporate information regarding recent developments and to increase the volume of the Programme from EUR 9,000,000,000 to EUR 25,000,000,000.

This First 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) and on the website of Amprion GmbH (www.amprion.net).

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

The Issuer accepts responsibility for the information contained in this First Supplement and hereby declares, that having taken all reasonable care to ensure that such is the case, the information contained in this First 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 First Supplement and (b) any statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

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

Since the publication of the Prospectus, save as disclosed on pages 2 to 4 of this First Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus which may affect the assessment of any notes issued under the Programme.

This First Supplement may only be used for the purpose for which it has been published as set out below. This First 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 First 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 Prospectus:

1. Overall Amendments

- a. The programme amount of the Programme ("**Programme Amount**") was increased by EUR 16,000,000,000 in accordance with the Dealer Agreement from the old Programme Amount of EUR 9,000,000,000 to the new Programme Amount of EUR 25,000,000,000.

Any reference in the Prospectus to the old Programme Amount of EUR 9,000,000,000 shall be read and considered as reference to the new Programme Amount of EUR 25,000,000,000.

- b. If reference is made in the Prospectus to "Clearstream Banking AG, Frankfurt am Main", Clearstream Banking AG, Frankfurt" or "Clearstream Banking AG", such reference is to be understood as reference to "Clearstream Europe AG" from 26 September 2025 onwards after the name change of Clearstream Banking AG has occurred.
- c. If reference is made in the Prospectus to "CBF", such reference is to be understood as reference to "CEU" from 26 September 2025 onwards after the name change of Clearstream Banking AG has occurred.

2. In the section "4. Business Risks: Risks resulting from Litigation and ongoing legal proceedings may negatively impact the financial situation of Amprion" on pages 18 to 19 of the Prospectus, on page 19, the last sentence of the second paragraph shall be deleted and replaced by the following information:

"The appeal filed by the regional energy producer before the Higher Regional Court was ruled in the favour of Amprion. The revision was not admitted. The regional energy producer has filed a non-admission complaint (*Nichtzulassungsbeschwerde*) with the Federal Court of Justice (*Bundesgerichtshof*)."

3. The section "4. Independent Auditors" on page 28 of the Prospectus shall be supplemented after the second paragraph by the following information:

"The consolidated interim financial statements (condensed) of Amprion GmbH as of and for the half year ended 30 June 2025 have been reviewed.

The reviewed consolidated interim financial statements (condensed) of Amprion GmbH as of and for the half year ended 30 June 2025 were prepared in accordance with IFRS."

4. In the section "7. Business Overview: Overview of subsidiaries and non-controlling interests" on page 38 of the Prospectus, the paragraph under the bullet "TSCNET Services GmbH ("TSCNET")" shall be deleted and replaced by the following information:

"TSCNET is one of Europe's Regional Coordination Centers (RCCs), located in Munich, Germany. It renders integrated services for power transmission system operators and their control centers to maintain the operational security of the electricity system. TSCNET is owned by 16 TSOs from twelve European countries. Amprion GmbH holds 6.3 % of shares in the issued capital of TSCNET."

5. In the section "7. Business Overview: Amprion Group's Financing" on page 38 of the Prospectus, the third bullet shall be deleted and replaced by the following information:

- "- To secure liquidity, the Issuer has a committed revolving credit facility of up to EUR 3.2 billion maturing in 2027 with a syndicate of eight banks and 4 committed bilateral credit facilities with a total volume of EUR 800 million. The bilateral credit facilities are due to expire in March 2026."

6. The section "10. Selected Financial Information" on page 41 of the Prospectus shall be supplemented after the second paragraph by the following information:

"The reviewed consolidated interim financial statements (condensed) of Amprion GmbH for the first half-year 2025 are incorporated herein by reference and form part of this Prospectus (as supplemented)."

7. In the section "10. Selected Financial Information" on pages 41 to 42 of the Prospectus, the following table shall be supplemented on page 42 of the Prospectus after the table under "Adjusted IFRS key figures of Amprion Group":

"

Unaudited, rounded, in € million	H1 2025	H1 2024
Adjusted key financial figures		
EBITDA	1,134.8	933.2

Unaudited, rounded, in € million	H1 2025	H1 2024
Result from regulatory issues	-343.3	-339.7
<i>thereof:</i>		
+/- Income/expense from changes in regulatory accounts	-284.7	-305.7
+/- Income/expense from accrual and utilisation of congestion proceeds	-65.7	-44.0
+/- Income/expense from other regulatory issues	7.0	10.0
= Adjusted EBITDA	791.5	593.5
Consolidated net income	522.8	427.2*
+/- Result from regulatory issues	-343.3	-339.7
+/- Tax income/expense from regulatory issues	108.9	107.6
= Adjusted consolidated net income	288.4	195.1*
Consolidated net income	522.8	427.2*
+ Depreciation and amortisation	284.7	242.0
+/- Result on disposal of assets (non-cash)	-0.7	-3.1
+/- Income/expense from changes in deferred taxes	151.8	138.1*
= Total funds from operations (FFO)	958.6	804.2*
+/- Other non-cash income/expenses	-1.7	-1.2
- Income from capitalised interest on qualifying assets in accordance with IAS 23	-56.9	-37.1*
+/- Interest result (net interest income/expense) from other provisions	0.7	1.3
= Adjusted funds from operations (FFO)	900.6	767.3

* Adjusted due to the change in accounting policy implemented in the 2024 financial year"

8. In the section "11. Statement of no Material Change" on page 42 of the Prospectus, the first paragraph shall be deleted and replaced by the following information:

"There has been no material change in the prospects and the financial position of the Amprion Group since 30 June 2025."

9. The section "15. Recent Developments" on page 42 of the Prospectus shall be supplemented after the first paragraph by the following information:

"On 9 September 2025, the Issuer's Supervisory Board resolved – subject to approval by the regulatory authority – to expand the Management Board by adding one managing director to a total of four managing directors and to appoint Katrin Hilmer as COO. Katrin Hilmer will begin her position as COO on 1 April 2026.

The shareholder RWE 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 will retain operational control of the joint venture and continue to manage the investment in Amprion GmbH. The transaction is expected to close in the fourth quarter of 2025, subject to regulatory approvals and customary closing conditions."

10. In the section "USE OF PROCEEDS" on page 143, the fifth paragraph shall be deleted and replaced by the following information:

"In August 2025, the Issuer received an ESG Risk Rating² of 16.9 and was assessed by Sustainalytics to be at low risk³ of experiencing material financial impacts from ESG factors.⁴"

11. The section "Documents Available" on pages 149 to 150 of the Prospectus shall be deleted and replaced by the following information:

"For so long as the Programme remains in effect or any Notes are outstanding, electronic copies of the following documents may be obtained in electronic form on the website of Amprion GmbH (www.amprion.net), namely:

- (a) this Prospectus;
 - (b) any Final Terms relating to Notes which are listed on any stock exchange (in case of any Notes which are not listed on any stock exchange, copies of the relevant Final Terms will only be available for inspection by the relevant Holders);
 - (c) copies of the audited consolidated financial statements of Amprion GmbH as of and for the fiscal years ended 31 December 2023 and 2024 and copies of the reviewed consolidated interim financial statements (condensed) as of and for the first half-year ended 30 June 2025;
- and
- (d) the constitutional documents of the Issuer.

The Green Finance Framework and the relevant Second Party Opinion are available on the Issuer's website: <https://www.amprion.net/Amprion/Investor-Relations/Creditor-Relations/Green-Finance-Framework-2.html>

Neither the Green Finance Framework nor the Second Party Opinion form part of or are incorporated by reference into this Prospectus."

12. In the section "Documents Incorporated by Reference" on page 151 of the Prospectus, the following information shall be added as third bullet point following "the audited consolidated financial statements of Amprion GmbH as of and for the fiscal year ended 31 December 2024":

"- the reviewed consolidated interim financial statements (condensed) of Amprion GmbH as of and for the first half-year ended 30 June 2025 (pages 22-44) consisting of:

- Consolidated income statement (page 22)
- Consolidated statement of comprehensive income (page 23)
- Consolidated balance sheet (pages 24-25)
- Consolidated cash flow statement (pages 26-27)
- Consolidated statement of changes in equity (pages 28-29)
- Selected notes to the consolidated interim financial statements (pages 30-42)
- Review Report (pages 43-44)

https://www.amprion.net/Dokumente/Amprion/Gesch%C3%A4ftsberichte/2025/EN_Half-Year-Financial-Report_2025.pdf"

² 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.

³ 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.

⁴ This section contains information developed by Sustainalytics (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.

ADDRESS

THE ISSUER

Amprion GmbH

Robert-Schuman-Straße 7
44263 Dortmund
Federal Republic of Germany