Second Supplement dated 19 November 2021
to the Debt Issuance Programme Prospectus dated 13 July 2021
as supplemented by the First Supplement dated 3 September 2021

*This document constitutes a supplement (the "**Second Supplement**") within the meaning of Article 23(1) of Regulation (EU) 2017/1129 of the European Parliament and the Council of 14 June 2017, as amended (the "**Prospectus Regulation**") to two base prospectuses: (i) the base prospectus of GRENKE AG in respect of non-equity securities within the meaning of Article 2(c) of the Prospectus Regulation ("**Non-Equity Securities**") and (ii) the base prospectus of GRENKE FINANCE PLC in respect of Non-Equity Securities (together, the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").*

This Second Supplement is supplemental to and must be read in conjunction with the Debt Issuance Programme Prospectus dated 13 July 2021 as supplemented by the First Supplement dated 3 September 2021 (together, the "**Supplemented Prospectus**"). Therefore, with respect to future issues of Notes under the Programme of the Issuers (as defined below), references in the Final Terms to the Prospectus are to be read as references to the Supplemented Prospectus as supplemented by this Second Supplement.

GRENKE

GRENKE AG

(Baden-Baden, Federal Republic of Germany)

as Issuer and, in respect of Notes issued by
GRENKE FINANCE PLC, as Guarantor

and

GRENKE FINANCE PLC

(Dublin, Ireland)

as Issuer

€ 5,000,000,000
Debt Issuance Programme
(the "**Programme**")

The Issuers (as defined below) have requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities dated 16 July 2019 *(Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129,* as amended, the "**Luxembourg Law**") to approve this Second Supplement and to provide the competent authorities in the Federal Republic of Germany, the Republic of Austria, the Republic of Ireland and The Netherlands with a certificate of approval attesting that the Second Supplement has been drawn up in accordance with the Prospectus Regulation (each a "**Notification**"). The Issuers may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Second Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of GRENKE AG (http://www.grenke.de/en/investor-relations.html), respectively.

RESPONSIBILITY STATEMENT

GRENKE AG, with its registered office in Baden-Baden, Federal Republic of Germany ("**GRENKE AG**", an "**Issuer**" or the "**Guarantor**", and together with its consolidated subsidiaries and structured entities the "**GRENKE Group**") and GRENKE FINANCE PLC, with its registered office in Dublin, Ireland ("**GRENKE FINANCE PLC**", an "**Issuer**" and, together with GRENKE AG, the "**Issuers**") are solely responsible for the information given in this Second Supplement.

Each Issuer hereby declares that to the best of its knowledge the information contained in this Second Supplement for which it is responsible is in accordance with the facts and that this Second Supplement contains no omission likely to affect its import.

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

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

To the extent that there is any inconsistency between any statement in this Second Supplement and any other statement in or incorporated by reference into the Supplemented Prospectus, the statements in this Second Supplement will prevail.

Save as disclosed in 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 is capable of affecting the assessment of Notes issued under the Programme since the publication of the Supplemented Prospectus.

The Issuers accept responsibility for the information contained in this Second Supplement and the Supplemented Prospectus and have confirmed to the Dealers that this Second Supplement and the Supplemented Prospectus contain all information with regard to the Issuers and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, that the information contained in this Second Supplement and the Supplemented Prospectus with respect to the Issuers and the Notes is accurate and complete in all material respects and is not misleading; that any opinions and intentions expressed herein with respect to the Issuers and the Notes are honestly held; that there are no other facts, the omission of which would make this Second Supplement and the Supplemented Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect; and that the Issuers have made all reasonable enquiries to ascertain all facts material for the purposes aforesaid.

No person has been authorised to give any information which is not contained in or not consistent with the Supplemented Prospectus or this Second Supplement or any other information supplied in connection with the Programme and, if given or made, such information must not be relied upon as having been authorised by or on behalf of either Issuer or any of the Dealers.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Supplemented Prospectus or this Second Supplement, excluding the Issuers, is responsible for the information contained in the Supplemented Prospectus or this Second Supplement or any Final Terms or any other document incorporated therein by reference.

RIGHT TO WITHDRAW

In accordance with Article 23(2a) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes before this Second Supplement was published and where the Notes had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted have the right, exercisable within three working days after the publication of this Second Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 24 November 2021. Investors should contact the relevant Issuer at the address specified on the last page of this Second Supplement for the exercise of the right of withdrawal.

<u>Replacement information pertaining to RISK FACTORS REGARDING GRENKE AG AS ISSUER AND GUARANTOR</u>

The paragraphs under the heading "1. Risks related to the findings of the special audits in relation to the allegations of Viceroy Research - Risks related to findings regarding the regulatory own funds of GRENKE Bank" on page 11 of the Supplemented Prospectus shall be deleted.

<u>Replacement and supplemental information pertaining to GRENKE AG AS ISSUER AND GUARANTOR</u>

The section under the heading "Selected Financial Information" on pages 25 to 26 of the Supplemented Prospectus shall be replaced by the following:

"The following tables show selected financial information of GRENKE AG extracted or derived from the audited consolidated financial statements as of and for the financial year ended 31 December 2020 (including the retrospectively adjusted comparative prior-year financial information as of 31 December 2019 and as of 1 January 2019 due to adjustments in accordance with IAS 8). These consolidated financial statements have been prepared on the basis of the International Financial Reporting Standards, as adopted by the EU, ('IFRS') and the additional requirements of German commercial law pursuant to Section 315e(1) German Commercial Code (HGB).

The following tables also show selected financial information of GRENKE AG for the periods from 1 January 2021 until 30 September 2021, from 1 January 2020 until 30 September 2020, and as of 30 September 2021. The selected financial information of GRENKE AG as of 30 September 2021 and as of 30 September 2020, respectively, have been extracted or derived from the unaudited condensed interim consolidated financial information of GRENKE AG as of and for the nine month period ended 30 September 2021. The quarterly statement has been prepared in accordance with the accounting principles contained in the IFRS as well as in accordance with Section 53 of the Rules and Regulations of the Frankfurt Stock Exchange and do not represent full interim information as defined by International Accounting Standard (IAS) 34.

Consolidated Statement of Financial Position Data of GRENKE AG

	as of 30 Sep. 2021	as of 31 Dec. 2020	as of 31 Dec. 2019 (adjusted)1)	as of 01 Jan. 2019 (adjusted)1)
	unaudited	audited	audited	audited
	(in € thousand)			
Total assets	6,794,065	7,331,781	7,097,942	5,855,232
Current and non-current lease receivables	5,124,130	5,636,292	5,775,649	4,777,000
Current and non-current financial liabilities - asset-backed, senior unsecured and committed development loans	3,727,486	4,268,732	4,787,317	3,943,925
Total equity	1,226,692	1,193,103	1,143,214	980,045

1) GRENKE Group has reassessed its criteria for defining the scope of consolidation as defined in IFRS 10 for previously unconsolidated franchise companies. Furthermore, there was a correction of an error in the initial purchase price allocation of the Portuguese cash-generation unit/franchise company acquired in 2012 financial year. In addition, a correction of the impairment on Level 3 lease receivables, was made retrospectively as of 1 January 2019. As part of the adjustments, a voluntary accounting change was also made for the conversion of so-called "subsequent leases", which were previously presented as operating leases and are now treated as finance leases. Additionally, there was a correction of the goodwill in the 2019 financial year. For more details, please refer to “Notes to the Consolidated Financial Statements for fiscal year 2020” in GRENKE AG’s annual report 2020.

Consolidated Liabilities and Equity of GRENKE AG

	as of 30 Sep. 2021	as of 31 Dec. 2020	as of 31 Dec. 2019 (adjusted)1)	as of 01 Jan. 2019 (adjusted)1)
	unaudited	audited	audited	audited
	(in € thousand)			
Total current liabilities	2,118,013	2,073,208	1,900,172	1,686,267
Total non-current liabilities	3,449,360	4,065,470	4,054,556	3,188,920
Share capital	46,496	46,496	46,354	46,354
Capital reserves	298,019	298,019	289,314	289,314
Retained earnings	711,045	675,200	626,098	530,428
Additional equity components2)	200,000	200,000	200,000	125,000
Total equity	1,226,692	1,193,103	1,143,214	980,045
Total liabilities and equity	6,794,065	7,331,781	7,097,942	5,855,232

1) GRENKE Group has reassessed its criteria for defining the scope of consolidation as defined in IFRS 10 for previously unconsolidated franchise companies. Furthermore, there was a correction of an error in the initial purchase price allocation of the Portuguese cash-generation unit/franchise company acquired in 2012 financial year. In addition, a correction of the impairment on Level 3 lease receivables, was made retrospectively as of 1 January 2019. As part of the adjustments, a voluntary accounting change was also made for the conversion of so-called "subsequent leases", which were previously presented as operating leases and are now treated as finance leases. Additionally, there was a correction of the goodwill in the 2019 financial year. For more details, please refer to “Notes to the Consolidated Financial Statements for fiscal year 2020” in GRENKE AG’s annual report 2020.

2) Including AT1 bonds (hybrid capital) which are reported as equity under IFRS.

Consolidated Income Statement Data of GRENKE AG

	Period ended		Financial year ended	
	as of 30 Sep. 2021	as of 30 Sep. 2020 (adjusted)[2)]	as of 31 Dec. 2020	as of 31 Dec. 2019 (adjusted)[1)]
	unaudited	unaudited	audited	audited
	(in € thousand)			
Net interest income	280,452	305,564	407,102	381,501
Net interest income after settlement of claims and risk provision	159,070	135,058	204,668	244,910
Income from operating business	268,622	251,249	360,338	399,665
Earnings before taxes	67,819	73,482	115,172	162,775
Net profit	52,374	59,658	88,440	133,338

1) GRENKE Group has reassessed its criteria for defining the scope of consolidation as defined in IFRS 10 for previously unconsolidated franchise companies. Furthermore, there was a correction of an error in the initial purchase price allocation of the Portuguese cash-generation unit/franchise company acquired in 2012 financial year. In addition, a correction of the impairment on Level 3 lease receivables, was made retrospectively as of 1 January 2019. As part of the adjustments, a voluntary accounting change was also made for the conversion of so-called "subsequent leases", which were previously presented as operating leases and are now treated as finance leases. Additionally, there was a correction of the goodwill in the 2019 financial year. For more details, please refer to “Notes to the Consolidated Financial Statements for fiscal year 2020” in GRENKE AG’s annual report 2020.

2) Figures have been adjusted in accordance with IAS 8. For more information, please refer to section “2.3 Adjustments in Accordance with IAS 8” in GRENKE AG’s consolidated financial statements as of 31 December 2020 contained in the notes to the consolidated financial statements.

Consolidated Statement of Cash Flows of Data of GRENKE AG

	Period ended		Financial Year ended	
	as of 30 Sep. 2021	as of 30 Sep. 2020 (adjusted)[2)]	as of 31 Dec. 2020	as of 31 Dec. 2019 (adjusted)[1)]
	unaudited	unaudited	audited	audited
	(in € thousand)			
Cash flow from operating activities	129,614	434,058	586,624	147,243
Cash flow from financing activities	-35,590	-50,487	–53,285	16,641
Cash flow from investing activities	-4,908	-12,116	–16,522	–21,540

1) GRENKE Group has reassessed its criteria for defining the scope of consolidation as defined in IFRS 10 for previously unconsolidated franchise companies. Furthermore, there was a correction of an error in the initial purchase price allocation of the Portuguese cash-generation unit/franchise company acquired in 2012 financial year. In addition, a correction of the impairment on Level 3 lease receivables, was made retrospectively as of 1 January 2019. As part of the adjustments, a voluntary accounting change was also made for the conversion of so-called "subsequent leases", which were previously presented as operating leases and are now treated as finance leases. Additionally, there was a correction of the goodwill in the 2019 financial year. For more details, please refer to “Notes to the Consolidated Financial Statements for fiscal year 2020” in GRENKE AG’s annual report 2020.

2) Figures have been adjusted in accordance with IAS 8. For more information, please refer to section “2.3 Adjustments in Accordance with IAS 8” in GRENKE AG’s consolidated financial statements as of 31 December 2020 contained in the notes to the consolidated financial statements."

The section entitled "Historical Financial information" on page 32 of the Supplemented Prospectus shall be supplemented by the following:

"The condensed consolidated interim financial statements for the nine months period ended 30 September 2021 are incorporated by reference in and form part of this Prospectus."

The section entitled "Recent Developments *- Divestiture of viafintech GmbH*" on pages 32 to 34 of the Supplemented Prospectus shall be supplemented by the following:

"On 2 November 2021, GRENKE successfully completed the sale of its 25.01 percent minority interest in the fintech company viafintech GmbH. The sale was made to paysafecard.com Wertkarten GmbH, Vienna (Austria). The investment was sold by GRENKE BANK AG, a wholly owned subsidiary of GRENKE AG."

The paragraph under the heading "Significant Change in GRENKE AG's Financial Position" on page 35 of the Supplemented Prospectus shall be replaced by the following:

"There has been no significant change in the financial position or financial performance of GRENKE AG since 30 September 2021, the end of the last financial period for which financial information has been published, to the date of the Prospectus (as supplemented)."

Replacement and supplemental information pertaining to GRENKE FINANCE PLC AS ISSUER

The section entitled "Selected Financial Information" on pages 37 to 38 of the Supplemented Prospectus shall be replaced by the following:

"The following tables show selected financial information of GRENKE FINANCE PLC extracted from the audited consolidated financial statements as of and for the financial year ended 31 December 2020 and 2019, which were prepared on the basis of Irish law and International Financial Reporting Standards ('IFRS') as adopted by the European Union.

The following tables also show selected financial information of GRENKE FINANCE PLC for the periods from 1 January 2021 until 30 September 2021, from 1 January 2020 until 30 September 2020 and as of 30 September 2021 that have been extracted or derived from the unaudited condensed quarterly consolidated financial statements as of and for the nine month period ended 30 September 2021 which were prepared on the basis of Irish law and International Financial Reporting Standards ('IFRS') as adopted by the European Union and do not represent full interim statements as defined by International Accounting Standard (IAS) 34.

Consolidated Statement of Financial Position Data of GRENKE FINANCE PLC

	as of 30 Sep. 2021	**as of 31 Dec. 2020**	**as of 31 Dec. 2019**
	unaudited	**audited**	**audited**
	(in € thousand, rounded)		
Current assets	2,238,354	2,110,371	1,982,269
Total Assets	4,117,405	4,560,880	4,738,735
Total Equity	311,331	237,855	314,944

Consolidated Liabilities and Equity of GRENKE FINANCE PLC

	as of 30 Sep. 2021	as of 31 Dec. 2020	as of 31 Dec. 2019
	unaudited	**audited**	**audited**
	(in € thousand, rounded)		
Total Current Liabilities	1,009,441	1,002,034	1,090,197
Total Non-Current Liabilities	2,796,633	3,320,991	3,333,595
Share Capital	50	50	50
Capital contribution	67,000	67,000	67,000
Retained earnings	245,041	172,501	250,091
Total Equity	311,331	237,855	314,944
Total Equity and Liabilities	4,117,405	4,560,880	4,738,735

Consolidated Statement of Profit or Loss of GRENKE FINANCE PLC

	Period ended		Financial year ended	
	as of 30 Sep. 2021	as of 30 Sep. 2020[2)]	as of 31 Dec. 2020	as of 31 Dec. 2019 restated[1)]
	unaudited	**unaudited**	**audited**	**audited**
	(in € thousand, rounded)			
Lease income	82,876	91,361	120,183	107,767
Total operating income	150,069	164,151	217,720	200,069
Profit before tax	82,776	17,472	14,384	77,948
Profit for the period	72,540	15,304	12,410	68,038

1) The loss on termination of leases, which was previously classified in operating expenses has been reclassified to lease income because the termination of leases is an integral part of the leasing process which commences when a lease contract is signed and concludes when the lease object is disposed. It is therefore more appropriate to include the loss on termination of leases in lease income.

2) The figure "Lease income" for the period in 2020 has been restated due to reclassifications between the account headings.

Consolidated Statement of Cash Flows of GRENKE FINANCE PLC

	Period ended		Financial Year ended	
	as of 30 Sep. 2021	**as of 30 Sep. 2020[2)]**	**as of 31 Dec. 2020**	**as of 31 Dec. 2019 restated[1)]**
	unaudited	**unaudited**	**audited**	**audited**
	(in € thousand, rounded)			
Net cash inflow / (outflow) from operating activities	570,831	(85,623)	176,955	(747,310)
Cash (outflow) / inflow from financing activities	(554,188)	103,216	(161,870)	816,425
Cash outflow from investing activities	(4)	(9)	(9)	(59)

1) In order to give a more precise disclosure of the cash flows there were some reclassifications. More details can be found in note 5 of GRENKE Finance PLC's annual report 2020.

2) There has been reclassifications made to figures for the period in 2020 in order to provide the reader more precise information on cash flows.

Quick Ratio of GRENKE FINANCE PLC

	Period ended	Financial Year ended	
	as of 30 Sep. 2021	**as of 31 Dec. 2020**	**as of 31 Dec. 2019**
	unaudited	**audited**	**audited**
	(in %)		
Current assets as a % of current liabilities ('quick ratio')	221.74	210.61	181.83"

The section entitled "Historical Financial information" on page 39 of the Supplemented Prospectus shall be supplemented by the following:

"The consolidated interim financial statements of GRENKE FINANCE PLC for the period ended on 30 September 2021 are incorporated by reference in and form part of this Prospectus."

The paragraph under the heading "Significant Change in GRENKE FINANCE PLC's Financial Position" on page 40 of the Supplemented Prospectus shall be replaced by the following:

"There has been no significant change in the financial position or financial performance of GRENKE FINANCE PLC since 30 September 2021, the end of the last financial period for which financial information has been published, to the date of the Prospectus (as supplemented)."

<u>**Supplemental information pertaining to DOCUMENTS INCORPORATED BY REFERENCE**</u>

In the table under the heading "Cross Reference List of Documents incorporated by Reference" pertaining to the section "GRENKE AG as Issuer and Guarantor, Historical Financial Information" on page 171 of the Supplemented Prospectus the following shall be inserted following the *Condensed interim consolidated financial information of GRENKE AG as of and for the three months period ended 31 March 2021*:

		"Condensed interim consolidated financial information of GRENKE AG as of and for the nine months period ended 30 September 2021 – p. 18: Consolidated Income Statement – p. 19: Consolidated Statement of Comprehensive Income – p. 20-21: Consolidated Statement of Financial Position – p. 22-23: Consolidated Statement of Cash Flows – p. 24-25: Consolidated Statement of Changes in Equity – p. 26-44: Notes to the Consolidated Financial Statements https://media.grenke.com/download/downloadgateway.dll/getfile?p_inst_id=32279944&p_session_id=&p_obt_id=4154902&p_spec_id=1"

In the table under the heading "Cross Reference List of Documents incorporated by Reference" pertaining to the section "GRENKE FINANCE PLC as Issuer, Historical Financial Information" on pages 171 to 172 of the Supplemented Prospectus the following shall be inserted following the *Condensed interim consolidated financial statements of GRENKE FINANCE PLC as of and for the three months period ended 31 March 2021*:

		"Condensed interim consolidated financial statements of GRENKE FINANCE PLC as of and for the nine months period ended 30 September 2021 – p. 6: Consolidated Statement of Profit or Loss – p. 7: Consolidated Statement of Comprehensive Income – p. 8-9: Consolidated Statement of Financial Position – p. 10: Consolidated Statement of Changes in Equity – p. 11-12: Consolidated Statement of Cash Flow – p. 13-20: Notes to the quarterly financial statements https://media.grenke.com/download/downloadgateway.dll/getfile?p_inst_id=32279944&p_session_id=&p_obt_id=4167476&p_spec_id=1"

NAMES AND ADDRESSES

ISSUERS

GRENKE AG
Neuer Markt 2
76532 Baden-Baden
Federal Republic of Germany

GRENKE FINANCE PLC
Q House, Suite 306
Furze Road, Sandyford Industrial Estate
Dublin 18
Ireland

FISCAL AND PAYING AGENT

Deutsche Bank Aktiengesellschaft
Taunusanlage 12
60325 Frankfurt am Main
Federal Republic of Germany

LUXEMBOURG LISTING AGENT

Deutsche Bank Luxembourg S.A.
2 Boulevard Konrad Adenauer
L-1115 Luxembourg
Luxembourg