Fourth Supplement dated 22 November 2022
to the Debt Issuance Programme Prospectus dated 23 March 2022
as supplemented by the First Supplement dated 31 May 2022
the Second Supplement dated 31 August 2022
and the Third Supplement dated 21 November 2022

*This document constitutes a supplement (the "**Fourth 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 Fourth Supplement is supplemental to and must be read in conjunction with the Debt Issuance Programme Prospectus dated 23 March 2022 as supplemented by the First Supplement dated 31 May 2022, the Second Supplement dated 31 August 2022 and the Third Supplement dated 21 November 2022 (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 further supplemented by this Fourth Supplement.

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 Fourth 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 Fourth 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 Fourth 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 Fourth Supplement.

Each Issuer hereby declares that to the best of its knowledge the information contained in this Fourth Supplement for which it is responsible is in accordance with the facts and that this Fourth 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 Fourth Supplement.

This Fourth 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 Fourth Supplement and any other statement in or incorporated by reference into the Supplemented Prospectus, the statements in this Fourth Supplement will prevail.

Save as disclosed in this Fourth 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 Fourth Supplement and the Supplemented Prospectus and have confirmed to the Dealers that this Fourth 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 Fourth 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 Fourth 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 Fourth 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 Fourth Supplement, excluding the Issuers, is responsible for the information contained in the Supplemented Prospectus or this Fourth 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 Fourth 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 Fourth Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 25 November 2022. Investors should contact the relevant Issuer at the address specified on the last page of this Fourth Supplement for the exercise of the right of withdrawal.

<u>Supplemental information pertaining to GRENKE AG AS ISSUER AND GUARANTOR</u>

The section under the heading "Administrative, Management and Supervisory Bodies" on pages 32 to 33 of the Supplemented Prospectus shall be supplemented by the following:

"*Change to the Management Board*

On 21st November 2022, the Supervisory Board of GRENKE AG revoked the appointment of Chief Executive Officer Michael Bücker at his own request for a limited period until February 28, 2023 due to illness. Mr. Bücker has been assured of his reappointment at the end of this period. His duties as CEO have been assumed by the Deputy Chairman of the Board of Directors, Dr. Sebastian Hirsch, thereby ensuring continuity on the Board of Directors."

The section under the heading "Recent Developments" on pages 33 to 35 of the Supplemented Prospectus shall be supplemented by the following:

"*Changes to the Management Board and/or Supervisory Board*

On 21st November 2022, the Supervisory Board of GRENKE AG revoked the appointment of Chief Executive Officer Michael Bücker at his own request for a limited period until February 28, 2023 due to illness. Mr. Bücker has been assured of his reappointment at the end of this period. His duties as CEO have been assumed by the Deputy Chairman of the Board of Directors, Dr. Sebastian Hirsch, thereby ensuring continuity on the Board of Directors."

NAMES AND ADDRESSES

ISSUERS

GRENKE AG
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76532 Baden-Baden
Federal Republic of Germany

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Ireland

FISCAL AND PAYING AGENT

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LUXEMBOURG LISTING AGENT

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