

Second Supplement dated 9 October 2020 to the Debt Issuance Programme Prospectus dated 21 July 2020

This document constitutes a supplement (the "**Supplement**") for the purposes of Article 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**") and should be read in conjunction with the base prospectus dated 21 July 2020 as supplemented by the first supplement dated 30 September 2020 (the "**Prospectus**").



EWE Aktiengesellschaft
(Oldenburg, Federal Republic of Germany)
as Issuer

€ 2,000,000,000 Debt Issuance Programme

(the "**Programme**")

The Issuer has requested the *Luxembourg Commission de Surveillance du Secteur Financier* ("**CSSF**") to provide the competent authority in the Federal Republic of Germany and The Netherlands with a certificate of approval attesting that the Supplement has been drawn up in accordance with the Prospectus Regulation ("**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

Right to withdraw

Investors who have already agreed to purchase or subscribe for Notes of any tranche to be issued under the Programme prior to publication of this Supplement are entitled to withdraw their purchase orders pursuant to Article 23 paragraph 2 of the Prospectus Regulation within two working days after the publication of this Supplement, that means until and including 13 October 2020. A withdrawal, if any, is to be addressed to the relevant bank or savings bank or any other distributor with whom the relevant agreement to purchase or subscribe has been entered into.

This Supplement has been approved by the CSSF, has been filed with said authority and will be published (including the documents incorporated thereto by reference) in electronic form on the website of the Luxembourg Stock Exchange (*www.bourse.lu*). It is valid as long as the Prospectus is valid.

EWE Aktiengesellschaft (the "**Issuer**" or "**EWE AG**", and together with its subsidiaries and affiliates, "**EWE Group**" or "**EWE**") is solely responsible for the information given in this Supplement.

The Issuer hereby declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning when used in this Supplement. All references in the Prospectus to "the Prospectus", "this Prospectus" or any other similar expression, in particular regarding confirmations and representations as to the information contained therein, shall be deemed to also refer to this Supplement.

This Supplement shall only be distributed in connection with and shall be read in conjunction with the Prospectus. To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Prospectus, the statements in this Supplement will prevail.

Save as disclosed below, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus. Figures contained in the Prospectus or this Supplement may not add up due to rounding.

Supplemental Information

The Issuer discloses the following changes to the Prospectus:

Changes to the section "GENERAL INFORMATION ABOUT THE ISSUER"

On page 114 of the Prospectus, the second last paragraph under the heading "B. RECENT EVENTS" shall be deleted in its entirety and replaced by the following:

"The specific CO₂ emissions from electricity production amounted to 496.6 grams of CO₂ per kilowatt hour in 2019. This means that the specific CO₂ figure has been reduced by 40 % per kilowatt hour compared with 2005 and the goal of a 40 % reduction defined in 2014 was achieved."