

**SECOND SUPPLEMENT DATED 16 FEBRUARY 2024 TO THE BASE PROSPECTUS DATED 11 SEPTEMBER 2023**

**REN – Redes Energéticas Nacionais, SGPS, S.A.**

**and**

**REN FINANCE B.V.**

**EUR 5,000,000,000**

**Euro Medium Term Note Programme**

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 11 September 2023, as supplemented by the supplement dated 8 February 2024 (together, the "**Base Prospectus**") prepared by REN – Redes Energéticas Nacionais, SGPS, S.A. ("**REN**") and REN Finance B.V. ("**REN B.V.**" and together with REN, the "**Issuers**" and each an "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to EUR 5,000,000,000 in aggregate principal amount of notes ("**Notes**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**") as Competent Authority for the purposes of Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**"). The Central Bank only approves this supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the EU Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuers nor as an endorsement of the quality of the Notes by the Central Bank. Investors should make their own assessment as to the suitability of investing in the Notes.

This Supplement constitutes a supplement for the purposes of Article 23(1) of the EU Prospectus Regulation and has been prepared in order to incorporate by reference certain additional financial information and to amend the Base Prospectus in the manner described below.

## **IMPORTANT NOTICES**

REN B.V. as Issuer and REN in its capacities as Issuer and as Keep Well Provider each accept responsibility for the information contained in this Supplement and declares that, to the best of its knowledge, the information contained in this Supplement is, 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 Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Notes issued under the Programme may withdraw its acceptance before the end of the period of two working days beginning with the first working day after the date on which this Supplement is published in accordance with the EU Prospectus Regulation.

## AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

### DOCUMENTS INCORPORATED BY REFERENCE

A copy of the unaudited consolidated financial statements of the Group for the nine month period ended 30 September 2023 has been filed with the Central Bank.

The following text shall be included as new item (a) of the section headed "DOCUMENTS INCORPORATED BY REFERENCE" on page 41 of the Base Prospectus:

"(a) a direct and accurate English translation of the unaudited consolidated financial statements of the Group for the nine month period ended 30 September 2023 contained on pages 1 to 57 of the PDF (inclusive) of the consolidated financial statements and accounts of the Group for the nine months period ended 30 September 2023, available for viewing at [https://www.ren.pt/media/fs3bf5pj/rc\\_ifrs\\_3t-2023\\_en.pdf](https://www.ren.pt/media/fs3bf5pj/rc_ifrs_3t-2023_en.pdf)."

In addition, former items (a) to (g) of the section headed "DOCUMENTS INCORPORATED BY REFERENCE" on page 41 of the Base Prospectus shall be renumbered correlatively to become items (b) to (h), whereby former item (a) shall become new item (b), former item (b) shall become new item (c), former item (c) shall become new item (d), former item (d) shall become new item (e), former item (e) shall become new item (f), former item (f) shall become new item (g) and former item (g) shall become new item (h).

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are covered elsewhere in this Supplement.

Copies of documents incorporated by reference in this Supplement can be inspected, free of charge, at [www.euronext.com/en/markets/dublin](http://www.euronext.com/en/markets/dublin) and can be obtained from the registered office of the Issuers and from the specified offices of the Issue and Paying Agent, for the time being in London, and the Portuguese Paying Agent for the time being in Lisbon.

Any information contained in or documents themselves incorporated by reference in the documents incorporated by reference in this Supplement shall not form part of this Supplement and, for the avoidance of doubt, unless specifically incorporated by reference into this Supplement, information contained on the website does not form part of this Supplement.