

SUPPLEMENT DATED 17 SEPTEMBER 2019 TO THE PROSPECTUS DATED 16 JULY 2019

N.V. NEDERLANDSE GASUNIE

(incorporated with limited liability in the Netherlands and having its corporate seat in Groningen, the Netherlands)

**EUR 7,500,000,000
Euro Medium Term Note Programme**

Due up to 50 years from the date of Issue

This supplement (the "**Supplement**") is supplemental to, and should be read in conjunction with, the prospectus (the "**Prospectus**") dated 16 July 2019 relating to the EUR 7,500,000,000 Euro Medium Term Note Programme (the "**Programme**") of N.V. Nederlandse Gasunie (the "**Issuer**"). This Supplement, together with the Prospectus, comprises a base prospectus for the purposes of article 5.4 of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU, to the extent that such amendments have been implemented in the relevant Member States of the European Economic Area) (the "**Prospectus Directive**").

This Supplement constitutes a supplement to a prospectus for the purposes of Article 16 of the Prospectus Directive and has been prepared in accordance with Article 5:23 of the Financial Markets Supervision Act (*Wet op het financieel toezicht*) and the rules promulgated thereunder, before it lapsed on 21 July 2019 as a result of the entering into force of Regulation (EU) 2017/1129, including any amendments thereto. This Supplement is the first supplement to the Prospectus and has been approved by, and filed with, the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*). Terms used but not defined in this Supplement have the meanings ascribed to them in the Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) above will prevail.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

So long as Notes are capable of being issued under the Programme, copies of the Prospectus, this Supplement, together with the documents incorporated by reference in the Prospectus and this Supplement and the other documents listed in the "*General Information*" section of the Prospectus, can be obtained in electronic form or hard copy by request and free of charge. In order to make such a request, please write to ir@gasunie.nl. In addition, this Supplement, the Prospectus and the documents which are incorporated by reference in the Prospectus and this Supplement are available for viewing on the Issuer's website: <https://www.gasunie.nl/en/about-gasunie/investor-relations/debt-programmes>.

The Dealers have not independently verified the information contained herein or in the Prospectus. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Dealers as to the accuracy or

completeness of the information contained or incorporated in this Supplement, the Prospectus or any other information provided by the Issuer in connection with the Programme. No Dealer accepts any liability in relation to the information contained or incorporated by reference in the Prospectus, this Supplement or any other information provided by the Issuer in connection with the Programme.

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

Neither this Supplement, the Prospectus nor any other information supplied in connection with the Programme or any Notes should be considered as a recommendation by the Issuer or any of the Dealers that any recipient of this Supplement, the Prospectus or any other information supplied in connection with the Programme or any Notes should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer.

Neither this Supplement, the Prospectus nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Issuer or any of the Dealers to any person to subscribe for or to purchase any Notes.

Neither the delivery of this Supplement, the Prospectus nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained in this Supplement and the Prospectus concerning the Issuer is correct at any time subsequent to the date hereof (in the case of this Supplement) or to 16 July 2019 (in the case of the Prospectus) or that any other information supplied in connection with the Programme is correct at any time subsequent to the date indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme or to advise any investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the financial statements incorporated herein by reference when deciding whether or not to purchase any Notes (see no. 1 below).

All references in this document to websites or uniform resource locators ("URLs") are inactive textual references and are included for information purposes only. The contents of any such website or URL shall not form part of, or be deemed to be incorporated into, this Prospectus.

Supplement

This Supplement has been published for the purposes of including in the Prospectus (information regarding):

- the publicly available Semi-Annual Report 2019, pages 28 through 50, containing the reviewed consolidated semi-annual financial statements of the Issuer (including the notes thereto and the independent auditor's review report thereon) for the six-month period ended 30 June 2019;
- the Groningen gas production cap;
- the European benchmark study by the Council of European Energy Regulators;

- the composition of Gasunie's supervisory board;
- no significant change.

Amendments and additions to the Prospectus

N.V. Nederlandse Gasunie Semi-Annual Report 2019:

1. The current sub-paragraph (c) and sub-paragraph (d) on page 29 of the Prospectus (section "*Documents incorporated by Reference*") shall become sub-paragraph (d) and sub-paragraph (e) respectively and the following new sub-paragraph (c) shall be added:

"(c) the N.V. Nederlandse Gasunie Semi-Annual Report 2019 (English version), pages 28 through 50, containing the reviewed consolidated semi-annual financial statements of the Issuer (including the notes thereto and the independent auditor's review report thereon) for the six-month period ended 30 June 2019."

2. The third paragraph on page 29 of the Prospectus (section "*Documents Incorporated by Reference*") starting with the words "*Those parts*" and ending with the words "*in this Prospectus.*" shall be amended to read as follows:

"Those parts of the (Semi-)Annual Reports referred to above which are not incorporated by reference are, to the extent such information is relevant for the investors, covered elsewhere in this Prospectus."

3. A new sentence shall be added in the first paragraph on page 78 of the Prospectus under the heading "3.4 Audit Committee" (section "*Description of the Issuer*") after the final sentence, that will read as follows:

"PwC has reviewed the consolidated semi-annual financial statements of the Issuer for the six-month period ended 30 June 2019."

4. The current sub-paragraph (c), sub-paragraph (d) and sub-paragraph (e) on page 109 of the Prospectus (section "*General Information* ") shall become sub-paragraph (d), sub-paragraph (e) and sub-paragraph (f) respectively and the following new sub-paragraph (c) shall be added:

"(c) the N.V. Nederlandse Gasunie Semi-Annual Report 2019 (English version), pages 28 through 50, containing the reviewed consolidated semi-annual financial statements of the Issuer (including the notes thereto and the independent auditor's review report thereon) for the six-month period ended 30 June 2019."

5. The following new paragraph shall be added on page 112 of the Prospectus after the second paragraph under the heading "*Auditors*" (section "*General Information*"):

"PwC also issued an unqualified independent auditor's review report on the consolidated semi-annual financial statements of the Issuer for the six-month period ended 30 June 2019."

Groningen Gas production cap:

6. The third paragraph on page 13 of the Prospectus (section "*Risk Factors*") starting with the words "*The decision*" and ending with the words "*demand itself.*" shall be amended to read as follows:

"Based on recent analyses and advice from GTS, the end of the Groningen gas production could possibly be achieved by 2026 instead of 2030. The exact date of the production end will be published by the ministry of Economic Affairs and Climate Policy. In September 2019 the government set a Groningen gas production cap of 11.8 billion cubic meters for the upcoming gas year 2019-2020. Such decreased gas production in Groningen will lead to an increased dependence on imported natural gas (see also risk factor "Risks related to a lower utilization rate"), but in principle has in itself no impact on the gas demand itself."

7. The last sentence of the fifth paragraph on page 79 of the Prospectus (section "Description of the Issue") starting with the words "The decision" and ending with the words "imported natural gas" shall be amended to read as follows:

"In September 2019 the government set a Groningen gas production cap of 11.8 billion cubic meters for the upcoming gas year 2019-2020. Based on recent analyses and advice from GTS, the end of the Groningen gas production could possibly be achieved by 2026 instead of 2030. Such decreased gas production in Groningen will lead to an increased dependence on imported natural gas."

European benchmark study:

8. The following new paragraph shall be added on page 89 after the third paragraph under heading "G. Regulatory developments" (section: "Description of the Issue"):

"The European benchmark study by the Council of European Energy Regulators ("CEER") has continued in the course of 2019. Recently, CEER published the final results and reports of this study. The efficiency score of GTS seems to be in line with the recent, earlier benchmark scores, and is around the average European efficiency score.

ACM is currently conducting a study to determine if and how regulation should cope with a possible significant decrease in future gas infrastructure utilisation. The results of this study are to be included in the preparation for the next method decision."

Composition of Supervisory Board:

9. The following new paragraph shall be added on page 77 after the description of supervisory board member Drs. C (Carolinea) Wielinga, but before the last sentence under heading "3.2 Supervisory Board" starting with the words "The business" and ending with the words "registered office.":

*"Drs. P.J. (Pieter) Duisenberg
(1967, Dutch nationality)
Date of first appointment: 1 September 2019
First term ends in 2024*

Other positions (as of 30 June 2019):

- *President of the Association of Universities in the Netherlands;*
- *Vice-president and treasurer of the Stichting van het Onderwijs;*
- *Vice-president of the management board of Neth-ER;*
- *Member of the supervisory board of the Nederlandse School voor Openbaar Bestuur;*
- *President of the management board of Stichting Madurodam.*

No significant change:

10. The sentence on page 110 under heading "Significant or Material Change" (section: "*General Information*") starting with the words "*There has been no significant*" and ending with the words "*December 2018*" shall be amended to read as follows:

"There has been no significant change in the financial or trading position of the Group since 30 June 2019."