

In case of Notes listed on the official list and admitted to trading on the regulated market of the Luxembourg Stock Exchange, the Final Terms of Notes will be displayed on the website of the Luxembourg Stock Exchange (www.luxse.com). In case of Notes listed on any other stock exchange, the Final Terms will be displayed on the website of Vier Gas Transport GmbH (www.viergas.de).

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES

ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes are appropriate including investment advice, portfolio management, non-advised sales and pure execution services. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALE TO EEA RETAIL INVESTORS – The Notes are not intended, to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (the “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2(1) of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

FINAL TERMS

Vier Gas Transport GmbH

LEI: 529900AGED6PJE9AVL37

EUR 500,000,000 3.375 per cent. Notes due 2031

Series: 6, Tranche 1

issued pursuant to the

EUR 5,000,000,000

Debt Issuance Programme

dated 8 May 2024

of

Vier Gas Transport GmbH

Issue Price: 99.278 per cent.

Issue Date: 11 November 2024

Trade Date: 30 October 2024

These Final Terms have been prepared for the purpose of Article 8 (5) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended, and give details of an issue of Notes under the EUR 5,000,000,000 Debt Issuance Programme of Vier Gas Transport GmbH (the “**Programme**”) and are to be read in conjunction with the Base Prospectus dated 8 May 2024 as supplemented by the supplement dated 23 October 2024 (the “**Base Prospectus**”) and pertaining to the Programme. All relevant information on the Issuer and the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. Copies of the Base Prospectus as well as any supplements to the Base Prospectus and these Final Terms are obtainable free of charge during normal business hours from the Fiscal Agent (Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom) and Vier Gas Transport GmbH (Kallenbergstraße 5, 45141 Essen, Germany) and also from the website of the Luxembourg Stock Exchange (www.luxse.com).

Part I.: TERMS AND CONDITIONS

This Part I. of the Final Terms is to be read in conjunction with the set of Terms and Conditions that apply to Fixed Rate Notes (the “**Terms and Conditions**”) set forth in the Base Prospectus as Option I. Capitalised terms not otherwise defined herein shall have the meanings specified in the Terms and Conditions.

All references in this Part I. of the Final Terms to numbered paragraphs and subparagraphs are to paragraphs and subparagraphs of the Terms and Conditions.

The blanks in the provisions of the Terms and Conditions, which are applicable to the Notes shall be deemed to be completed with the information contained in the Final Terms as if such information were inserted in the blanks of such provisions. All provisions in the Terms and Conditions corresponding to items in these Final Terms which are either not selected or not completed or which are deleted shall be deemed to be deleted from the Terms and Conditions applicable to the Notes (the “**Conditions**”).

CURRENCY, DENOMINATION, FORM (§ 1)

Currency and Denomination

Specified Currency	Euro (“ EUR ”)
Aggregate Principal Amount	EUR 500,000,000
Aggregate Principal Amount in words	Euro five hundred million
Specified Denomination	EUR 100,000

Permanent Global Note

Temporary Global Note exchangeable for Permanent Global Note

Global Note

Classical Global Note (CGN)

New Global Note (NGN)

Clearing System

Clearstream Banking AG, Frankfurt am Main

Clearstream Banking S.A., Luxembourg

Euroclear Bank SA/NV, Brussels

additional or alternative Clearing System

INTEREST (§ 3)

Fixed Rate Notes (Option I)

Rate of Interest and Interest Payment Dates

Rate of Interest	3.375 per cent. <i>per annum</i>
Interest Commencement Date	11 November 2024
Interest Payment Date(s)	11 November in each year
First Interest Payment Date	11 November 2025
Initial Broken Amount (per Specified Denomination)	Not applicable

Last Interest Payment Date preceding the Maturity Date	11 November 2030
Final Broken Amount (per Specified Denomination)	Not applicable
Number of regular Interest Payment Dates per calendar year	1

Floating Rate Notes (Option II)

Zero Coupon Notes (Option III)

Day Count Fraction

Actual/Actual (ICMA)

30/360, 360/360 or Bond Basis

30E/360 or Eurobond Basis

PAYMENTS (§ 4)

Payment Business Day

Relevant Financial Center(s)

Clearing System and T2

REDEMPTION (§ 5)

Final Redemption

Maturity Date	11 November 2031
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Early Redemption

Early Redemption at the Option of the Issuer for reason of Minimal Outstanding Principal Amount	Yes
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Early Redemption at the Option of the Issuer at specified Call Redemption Amounts	Yes
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Call Redemption Date(s)	Not applicable
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Call Redemption Period(s)	From 11 August 2031 (including) to 11 November 2031 (excluding)
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Call Redemption Amount(s)	Final Redemption Amount
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Minimum Notice	30 days
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Maximum Notice	60 days
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Early Redemption at the Option of the Issuer at Early Redemption Amount	Yes
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Early Redemption Amount	Percentage above Comparable Benchmark Yield	0.2 per cent.
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Relevant benchmark security

Euro denominated
benchmark debt security
of the Federal Republic of
Germany

- Other relevant benchmark security
- Specification of benchmark security: DBR 0.00 per cent. due maturity, ISIN 15 August 2031, DE0001102564
- as daily published by the Deutsche Bundesbank on its website www.bundesbank.de
- Relevant time
- Relevant screen page

Maturity Date

First call date

Minimum Notice 30 days

Maximum Notice 60 days

Early Redemption at the Option of a Holder

No

THE FISCAL AGENT, THE PAYING AGENT AND THE CALCULATION AGENT (§ 6)

Calculation Agent

Yes

Fiscal Agent

Other
 ING Bank N.V.
 Foppingadreef 7
 1102 BD Amsterdam
 The Netherlands

Specified office

Required location

AMENDMENTS OF THE TERMS AND CONDITIONS BY RESOLUTIONS OF HOLDERS, JOINT REPRESENTATIVE (§ 12)

Holder's Representative

No Holder's Representative is designated in the Conditions.

A Holder's Representative is appointed in the Conditions.

Part II.: ADDITIONAL INFORMATION

A. Essential information

Interests of Natural and Legal Persons involved in the Issue So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer, except that certain Dealers and their affiliates may be customers of, borrowers from or creditors of the Issuer and its affiliates. In addition, certain Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with and may perform services for the Issuer and its affiliates in the ordinary course of business.

Use of proceeds See paragraph "Use of Proceeds" in the Base Prospectus.

Estimated net proceeds EUR 495,265,000

Eurosystem eligibility

Intended to be held in a manner which would allow Eurosystem eligibility (NGN) Yes

Yes. Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

Intended to be held in a manner which would allow Eurosystem eligibility (CBF)

Not applicable (CGN)

Prohibition of Sales to EEA Retail Investors Applicable

Prohibition of Sales to UK Retail Investors Applicable

B. Information concerning the securities to be admitted to trading

Securities Identification Numbers

Common Code 292998538

ISIN XS2929985385

German Securities Code (WKN) A383V8

Classification of Financial Instrument Code (CFI Code) DTFNFB

Financial Instrument Short Name (FISN) VIER GAS TRANSP/3.38EMTN 20311111

Yield to final maturity 3.493 per cent. *per annum*

Resolutions, authorisations and approvals by virtue of which the Notes will be created The issue of the Notes has been duly authorised by a resolution of the Management Board of the Issuer dated 9 September 2024 with approval of the shareholders dated 9 September 2024.

C. Distribution Method of distribution

Method of distribution

- Non-syndicated
 Syndicated

Management Details

Specify Management Group or Dealer (names and addresses)

Active Bookrunners:

BNP PARIBAS
16, boulevard des Italiens
75009 Paris
France

Commerzbank Aktiengesellschaft
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany

ING Bank N.V.
Foppingadreef 7
1102 BD Amsterdam
The Netherlands

RBC Capital Markets (Europe) GmbH
Taunusanlage 17
60325 Frankfurt am Main
Federal Republic of Germany

UniCredit Bank GmbH
Arabellastraße 12
81925 Munich
Federal Republic of Germany

Passive Bookrunners:

Bayerische Landesbank
Brienner Straße 18
80333 Munich
Federal Republic of Germany

**DZ BANK AG Deutsche Zentral-
Genossenschaftsbank, Frankfurt am
Main**
Platz der Republik
60325 Frankfurt am Main
Federal Republic of Germany

**Landesbank Hessen-Thüringen
Girozentrale**
Neue Mainzer Strasse 52-58
60311 Frankfurt am Main
Federal Republic of Germany

NatWest Markets N.V.
Claude Debussylaan 94
Amsterdam 1082 MD
The Netherlands

Commissions

Management/Underwriting Commission (specify)

0.225 per cent.

Selling Concession (specify) Not applicable.
Listing Commission (specify) Not applicable.
Stabilisation Manager(s) ING Bank N.V.

Selling restrictions

U.S. Selling Restrictions D Rules

D. Listing(s) and admission to trading

Yes

Official list of the Luxembourg Stock Exchange and regulated market of the Luxembourg Stock Exchange

Other

Date of admission

11 November 2024

Estimate of the total expenses related to admission to trading

EUR 5,150

E. Additional Information

Rating of the Notes

The Notes to be issued have been rated as follows

Moody's

S&P Global Ratings Europe Limited

BBB+

The Notes have not been rated

Pursuant to S&P's rating definition: "An obligation rated BBB exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligations." Ratings by Standard & Poor's may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

Standard & Poor's is established in the European Union and is registered pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended (the "CRA Regulation"). The European Securities and Markets Authority publishes on its website (www.esma.europa.eu) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.

E. Additional Information

Third Party Information in relation to the securities

With respect to any information in relation to the securities included herein and specified to be sourced from a third party (i) the Issuer confirms that any such information has been accurately reproduced and as far as the Issuer is aware and is able to ascertain from information available to it from such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading and (ii) the Issuer has not independently verified any such information and accepts no responsibility for the accuracy thereof.

Vier Gas Transport GmbH

By: