



**Vesteda Finance B.V.**

*(Incorporated with limited liability in the Netherlands with its statutory seat in Amsterdam)*

**€3,500,000,000**

**Guaranteed Euro Medium Term Note Programme**

This supplement (the **Supplement**) is supplemental to the base prospectus dated 18 July 2025 (the **Base Prospectus**) which comprises a base prospectus for the purposes of the Prospectus Regulation and is prepared in relation to the €3,500,000,000 Guaranteed Euro Medium Term Note Programme (the **Programme**) of Vesteda Finance B.V. (the **Issuer**). This Supplement constitutes a supplemental prospectus to the Base Prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**).

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Base Prospectus and this Supplement are available free of charge on the website of the Issuer at <https://www.vesteda.com/en/corporate/investment/debt/emtn-programme> and are available for viewing at the offices of the Issuer at De Boelelaan 759, 1082 RS Amsterdam, the Netherlands, where copies of the Base Prospectus and this Supplement and any documents incorporated by reference may also be obtained free of charge.

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 in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

## IMPORTANT INFORMATION

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the Guarantor the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect the import of such information.

No person has been authorised to give any information or to make any representation other than those contained in the Base Prospectus and this Supplement in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer, the Guarantor or any of the Dealers or the Arranger.

To the fullest extent permitted by law, none of the Dealers or the Arranger accept any responsibility for the contents of the Base Prospectus and this Supplement or for any other statement, made or purported to be made by the Arranger or a Dealer or on its behalf in connection with the Issuer, the Guarantor, or the issue and offering of the Notes. The Arranger and each Dealer accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of the Base Prospectus, this Supplement or any such statement. Neither the Base Prospectus, this Supplement nor any other financial statements are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Arranger or the Dealers that any recipient of this Base Prospectus or any other financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Base Prospectus and its purchase of Notes should be based upon such investigation as it deems necessary. None of the Dealers or the Arranger undertakes to review the financial condition or affairs of the Issuer or the Guarantor during the life of the arrangements contemplated by the Base Prospectus as supplemented from time to time, including pursuant to this Supplement, nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers or the Arranger.

Neither this Supplement 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 the Guarantor to any person to subscribe for or to purchase any Notes.

The distribution of this Supplement and the offering or sale of Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer, the Guarantor, the Dealers and the Arranger to inform themselves about and to observe any such restriction. Any Notes issued under the Programme have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) and include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons benefit of, U.S. persons (as defined in Regulation S under the Securities Act (**Regulation S**)). For a description of certain restrictions on offers and sales of Notes and on distribution of this Supplement, see “*Subscription and Sale*” in the Base Prospectus.

## AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

The purpose of this Supplement is to increase the programme size of the Programme. 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.

1. The maximum aggregate original nominal amount of all Notes from time to time outstanding under the Programme is increased from €2,500,000,000 to €3,500,000,000 (or its equivalent in other currencies). All references in the Base Prospectus relating to, or to the amount of, the maximum aggregate original nominal amount of all Notes from time to time outstanding under the Programme of €2,500,000,000 shall be read and construed as reference to the increased maximum aggregate nominal amount of €3,500,000,000.
2. In the section *Terms and Conditions of the Notes* on page 38 of the Base Prospectus, the wording in paragraph 1(c) “*Agency Agreement*” shall be replaced by:

“*Agency Agreement*: The Notes are the subject of an issue and paying agency agreement dated 18 July 2025 as amended and restated from time to time (the **Agency Agreement**) between the Issuer, the Guarantor, BNP PARIBAS, Luxembourg branch as fiscal agent (the **Fiscal Agent**, which expression includes any successor fiscal agent appointed from time to time in connection with the Notes) and the paying agents named therein (together with the Fiscal Agent, the **Paying Agents**, which expression includes any successor or additional paying agents appointed from time to time in connection with the Notes).”

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