Final Terms dated 5 February 2010
TenneT Holding B.V.
Issue of €500,000,000 4.50 per cent. Notes 2010 due 2022
under the €5,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “Conditions”) set forth in the Base Prospectus dated 22 January 2010 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at www.tennet.org and during normal business hours at TenneT Holding B.V., Utrechtseweg 310, 6812 AR Arnhem, The Netherlands and copies may be obtained from such address.

1 Issuer: TenneT Holding B.V.

2 (i) Series Number: 2
(ii) Tranche Number: 1

3 Specified Currency or Currencies: euro (€)

4 Aggregate Nominal Amount: €500,000,000
(i) Series: €500,000,000
(ii) Tranche: €500,000,000

5 Issue Price: 99.247 per cent of the Aggregate Nominal Amount

6 (i) Specified Denominations: €50,000 and integral multiples of €1,000 thereafter
(ii) Calculation Amount: €1,000

7 (i) Issue Date: 9 February 2010
(ii) Interest Commencement Date: Issue Date

8 Maturity Date: 9 February 2022

9 Interest Basis: 4.50 per cent. Fixed Rate
(further particulars specified below)

10 Redemption/Payment Basis: Redemption at par

11 Change of Interest or Redemption/Payment Basis: Not Applicable

12 Put/Call Options: Not Applicable

13 (i) Status of the Notes: Senior
(ii) Date Board approval for issuance of Notes obtained: 19 January 2010

14 Method of distribution: Syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15 Fixed Rate Note Provisions
   (i) Rate(s) of Interest: 4.50 per cent. per annum payable annually in arrear
   (ii) Interest Payment Date(s): 9 February in each year (not adjusted)
   (iii) Fixed Coupon Amount(s): €45.00 per Calculation Amount
   (iv) Broken Amount(s): Not Applicable
   (v) Day Count Fraction: Actual/Actual-ICMA
   (vi) Determination Dates: 9 February in each year
   (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

16 Floating Rate Note Provisions Not Applicable

17 Zero Coupon Note Provisions Not Applicable

18 Index Linked Interest Note/other variable-linked interest Note Provisions Not Applicable

19 Dual Currency Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

20 Issuer Call Option Not Applicable

21 Investor Put Option Not Applicable

22 Final Redemption Amount of each Note €1,000 per Calculation Amount

23 Early Redemption Amount
   Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): As set out in the Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of Notes: Bearer Notes:
   Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

25 New Global Note: Yes

26 Financial Centre(s) or other special terms: Not Applicable
provisions relating to payment
dates:

27 Talons for future Coupons or
Receipts to be attached to
Definitive Notes (and dates on
which such Talons mature):
No

28 Details relating to Partly Paid
Notes: amount of each payment
comprising the Issue Price and
date on which each payment is to
be made and consequences (if any)
of failure to pay, including any
right of the Issuer to forfeit the
Notes and interest due on late
payment:
Not Applicable

29 Details relating to Instalment
Notes: amount of each instalment,
date on which each payment is to
be made:
Not Applicable

30 Redenomination, renominalisation
and reconventioning provisions:
Not Applicable

31 Consolidation provisions:
Not Applicable

32 Other final terms:
Not Applicable

**DISTRIBUTION**

33 (i) If syndicated, names of
Managers:
Barclays Bank PLC
BNP PARIBAS
ING Bank N.V.
The Royal Bank of Scotland plc

(ii) Stabilising Manager(s) (if
any):
Not Applicable

34 If non-syndicated, name of Dealer:
Not Applicable

35 U.S. Selling Restrictions:
Reg. S Compliance Category: Category 1; TEFRA D

36 Additional selling restrictions:
Not Applicable

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on Euronext
Amsterdam of the Notes described herein pursuant to the €5,000,000,000 Euro Medium Term Note
Programme Instruments of TenneT Holding B.V.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.
Signed on behalf of TenneT Holding B.V.:

By: ..............................................................................

Duly authorised
PART B – OTHER INFORMATION

1 LISTING

(i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Amsterdam with effect from on or about the Issue Date.

(ii) Estimate of total expenses related to admission to trading: €7,000

2 RATINGS

Ratings: The Notes to be issued have been rated:

S & P: A-
Moody’s: A3

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER AND ISSUE

Save as discussed in “Subscription and Sale”, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 REASONS FOR THE OFFER

The net proceeds from the issue of the Notes will be applied by the Issuer for general corporate purposes and (in whole or in part) for the acquisition of transpower as described in the Base Prospectus.

5 YIELD

Indication of yield: 4.583 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7 PERFORMANCE OF RATE[S] OF EXCHANGE

Not Applicable

8 OPERATIONAL INFORMATION

ISIN Code: XS0485616758
Common Code: 048561675

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):

Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s):
The Bank of New York Mellon, London Branch
One Canada Square
London E14 5AL
United Kingdom

Names and addresses of additional Paying Agent(s) (if any):
Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility:
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 recognized as eligible collateral for Eurosystem monetary policy and intra-day 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.