

1st Supplement pursuant to Art. 13 (1) of the Luxembourg law on prospectuses for securities (*loi relative aux prospectus pour valeurs mobilières*) dated 10 July 2005 as amended (the "**Luxembourg Prospectus Law**"), dated 12 November 2019 (the "**Supplement**") to the Base Prospectus dated 7 June 2019 (the "**Base Prospectus**") relating to issues of non-equity securities within the meaning of Art. 22 No. 6 (4) of Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended.

otto group

OTTO (GMBH & CO KG)

(Hamburg, Federal Republic of Germany)

€ 2,000,000,000 Debt Issuance Programme

The Commission de Surveillance du Secteur Financier (the "**CSSF**") of the Grand Duchy of Luxembourg in its capacity as competent authority has approved this Supplement as a supplement within the meaning of article 13 (1) of the Luxembourg Prospectus Law. By approving this Supplement, CSSF gives no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer.

The Issuer has requested the CSSF to provide the competent authorities in the Federal Republic of Germany ("**Germany**"), the Republic of Austria and The Netherlands with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Luxembourg Prospectus Law. The Issuer may request the CSSF to provide competent authorities in additional host member states within the European Economic Area with such notification.

Right to withdraw

In accordance with Article 13 paragraph 2 of the Luxembourg Prospectus Law, investors who have already agreed to purchase or subscribe for securities before the Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, provided that the new factor arose before the final closing of the offer to the public and the delivery of the securities. The final date for the right of withdrawal will be 14 November 2019.

This Supplement together with the Base Prospectus and the documents incorporated by reference are also available for viewing at www.bourse.lu.

The purpose of this Supplement is to update the base prospectus with information on recent developments relevant to the Issuer.

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

Otto (GmbH & Co KG) (the "**Issuer**" and, together with its subsidiaries and affiliates taken as a whole, the "**Otto Group**" or the "**Group**"), with its registered office in Hamburg, Germany accepts responsibility for the information given in this Supplement.

The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement for which it is responsible is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

The Arranger and the Dealers have not separately verified the information contained in this Supplement. Neither the Arranger nor any of the Dealers makes any representation, expressly or implied, or accepts any responsibility, with respect to the accuracy or completeness of any information contained in this Supplement.

Neither 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 the Issuer, the Arranger or the Dealers that any recipient of this Supplement 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 Supplement and its purchase of Notes should be based upon such investigation as it deems necessary. None of the Arranger or the Dealers undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by 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.

To the extent that there is any inconsistency between any statement included in this Supplement and any statement included or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed on pages 2-5 of this Supplement, there has been no other significant new factor, material mistake or inaccuracy since the publication of the Base Prospectus.

1. Benchmark regulation statement in relation to administrator's registration

On page 3 of the Base Prospectus, the second paragraph entitled "*Benchmark Regulation Statement in Relation to Administrator's Registration*", shall be deleted in its entirety and be replaced as follows:

"BENCHMARK REGULATION STATEMENT IN RELATION TO ADMINISTRATOR'S REGISTRATION – Interest amounts payable under floating rate Notes issued under the Programme are calculated by reference to (i) the Euro Interbank Offered Rate ("**EURIBOR**") which is provided by the European Money Markets Institute ("**EMMI**"), or (ii) the London Interbank Offered Rate ("**LIBOR**") which is provided by the ICE Benchmark Administration Limited ("**IBA**"). As at the date of this Base Prospectus, EMMI and IBA appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the "**Benchmark Regulation**")."

2. Summary – Section B – Otto (GmbH & Co KG) – Element B.13

On page 8 of the Base Prospectus, in Element B.13 of the Summary, the content of the section "*Recent developments*", shall be deleted in its entirety and replaced by the following wording:

"In September 2019, the Otto Group announced that Sven Seidel, Member of the Otto Group Executive Board for Multichannel Retail, has requested the early termination of his contract for family reasons and will accept a position outside the Otto Group, starting on 1st November 2019. A replacement for Sven Seidel will be announced in due time.

In October 2019, the Otto Group announced that it achieved Group revenue growth at the upper end of its internal target of 3.5 to 5% on a like-for-like basis in the first half of financial year 2019/20. The Otto Group continues to invest in the transformation of otto.de into a platform business model. As expected, these investments continued to have a negative impact on profitability in the first half of financial year 2019/20. On the other hand, the negative weather impact from the very hot and prolonged summer 2018 did not repeat itself in the first six months of financial year 2019/20. In addition, the Hermes Group as well as the EOS Group recorded an increase in operating profitability. Overall, operating profitability increased at the Group level compared to the first half of financial year 2018/19.

The Otto Group continues to evaluate its portfolio of companies on a regular basis and may opt for a further streamlining and/or further disposals where appropriate. Regarding its subsidiary Heinrich Heine GmbH, the Otto Group has announced that it intends to integrate the company into the Witt Group going forward. While Heine will be maintained as a brand and the Heine headquarters in Karlsruhe will continue to operate, the Otto Group expects to be able to generate significant synergies through the planned integration. Regarding SportScheck, which has been loss-making for several years, the Otto Group has announced its intention to find a viable solution and continues to examine a number of options, which may include a potential disposal."

3. German Translation of the Summary – Abschnitt B – Otto (GmbH & Co KG) – Punkt B.13

On page 21 of the Base Prospectus, in Element B.13 of the Summary, the content of the section "*Jüngste Entwicklungen*", shall be deleted in its entirety and replaced by the following wording:

"Im September 2019 gab die Otto Group bekannt, dass Sven Seidel, Mitglied des Vorstands der Otto Group für Multichannel Retail, aus familiären Gründen um die vorzeitige Auflösung seines Vertrags gebeten hat und

ab 1. November 2019 eine Position außerhalb der Otto Group annehmen wird. Eine Nachfolgeregelung für Sven Seidel wird zu gegebener Zeit bekannt gegeben.

Im Oktober 2019 gab die Otto Group bekannt, dass im ersten Halbjahr des Geschäftsjahres 2019/20 ein Umsatzwachstum erreicht wurde, das am oberen Ende des selbstgesteckten Zielkorridors von 3,5 bis 5% auf vergleichbarer Basis lag. Die Otto Group investiert weiterhin in die Transformation von otto.de in ein Plattform-Geschäftsmodell. Erwartungsgemäß haben diese Investitionen die Profitabilität im ersten Halbjahr des Geschäftsjahres 2019/20 weiterhin belastet. Andererseits hat sich der negative Einfluss des sehr heißen und langen Sommers 2018 im ersten Halbjahr des Geschäftsjahres 2019/20 nicht wiederholt. Zudem verzeichneten die Hermes Gruppe und die EOS Gruppe einen Anstieg der operativen Profitabilität. Insgesamt stieg die operative Profitabilität der Otto Group im Vergleich zum ersten Halbjahr des Geschäftsjahres 2018/19.

Die Otto Group bewertet weiterhin regelmäßig ihr Unternehmensportfolio und wird gegebenenfalls eine weitere Straffung und/oder weitere Verkäufe vornehmen. Bezüglich ihres Tochterunternehmens Heinrich Heine GmbH hat die Otto Group bekanntgegeben, dass das Unternehmen zukünftig in die Witt Gruppe integriert werden soll. Heine wird als Marke fortbestehen und der Sitz von Heine in Karlsruhe bleibt erhalten. Dennoch erwartet die Otto Group, durch die geplante Integration signifikante Synergien realisieren zu können. Bezüglich SportScheck, das über mehrere Jahre Verluste verzeichnet hat, hat die Otto Group bekannt gegeben, dass eine zukunftsfähige Lösung gesucht und hierfür mehrere Optionen in Erwägung gezogen werden, zu denen potenziell auch ein Verkauf gehören kann."

4. Description of Otto (GmbH & Co KG) – 7.1. Executive Board

On pages 127 of the Base Prospectus, in the section "*Description of Otto (GmbH & Co KG)*", the content of the sub-section "*7.1. Executive Board*" shall be replaced in its entirety by the following:

"7.1. EXECUTIVE BOARD

The members of the Executive Board of the General Partner are:

Alexander Birken, Hamburg

Chairman of the Executive Board and Chief Executive Officer (CEO) Otto Group

Dr. Marcus Ackermann, Hamburg

Member of the Executive Board, Multichannel Distance Selling Otto Group

Sebastian Klauke, Reinbek

Member of the Executive Board, E-Commerce, Technology, Business Intelligence & Corporate Ventures

Petra Scharner-Wolff, Hamburg

Member of the Executive Board, Chief Financial Officer (CFO), Controlling, Human Resources Otto Group

Kay Schiebur, Hamburg

Member of the Executive Board, Services Otto Group"

5. Description of Otto (GmbH & Co KG) – 7.2. External Mandates of the Executive Board Members

On pages 127 et seq. of the Base Prospectus, in the section "*Description of Otto (GmbH & Co KG)*", the content of the sub-section "*7.2. External Mandates of the Executive Board Members*" shall be amended by deleting the following point 6:

"6. Sven Seidel

Member of the Board of Directors "Faerch Plast Group A/S",
Holstebro/Denmark

"

6. Description of Otto (GmbH & Co KG) – 7.5. Supervisory Board

On pages 129 et seq. of the Base Prospectus, in the section "*Description of Otto (GmbH & Co KG)*", the content of the sub-section "*7.5. Supervisory Board*" shall be replaced in its entirety by the following:

"7.5. SUPERVISORY BOARD

The members of the Supervisory Board of the General Partner are as follows:

Prof. Dr. Michael Otto, Hamburg
Chairman of the Supervisory Board, Businessman

Alexander Otto, Hamburg
Chairman of the Management Board ECE Projektmanagement G.m.b.H. & Co. KG

Benjamin Otto, Hamburg
Businessman, shareholder

Thomas Armbrust, Reinbek
Managing Director Kommanditgesellschaft CURA Vermögensverwaltung G.m.b.H. & Co.

Frederic Arndts, Hamburg
Executive Board Member of GSV Aktiengesellschaft für Beteiligungen

Anita Beermann, Ahrensburg
Employee of Kommanditgesellschaft CURA Vermögensverwaltung G.m.b.H. & Co.

Horst Bergmann, Michelau*
Chairman of the Works' Council Baur Versand (GmbH & Co KG)

Olaf Brendel, Hamburg*
Chairman of the Works' Council Hermes Fulfilment GmbH

Petra Finnern, Jesteburg*
Chairwoman of the Works' Council EOS Region Germany

Torsten Furgol, Magdeburg*
Trade Union Secretary ver.di, Region Sachsen-Anhalt Nord

Michael Häberle, Karlsruhe*
Deputy Chairman of the Works' Council, Heinrich Heine GmbH

Dr. Rainer Hillebrand, Hamburg
General manager (retired)

Heike Lattekamp, Hamburg*
Regional Specialist, ver.di Trade Union

Heinrich Reisen, Grevenbroich*
Customer Service, Hermes Germany GmbH

Lars-Uwe Rieck, Hamburg*
Regional Specialist, ver.di Trade Union

Birgit Rössig, Hittbergen*
Group Works Council Chairwoman, Otto (GmbH & Co KG)

Hans-Otto Schrader, Hamburg
Managing Director (retired)

Dr. Winfried Steeger, Hamburg
Attorney

Sandra Widmaier-Gebauer, Hamburg*
Executive employee / Human Resources

Prof. Dr. Peer Witten, Hamburg
Chairman of the Supervisory Board, GSV Aktiengesellschaft für Beteiligungen

* Employee representative"

7. Description of Otto (GmbH & Co KG) – 9. Recent Developments

On pages 134 of the Base Prospectus, in the section "*Description of Otto (GmbH & Co KG)*", the content of section "*9. Recent Developments*" shall be replaced by the following:

"9. RECENT DEVELOPMENTS

In September 2019, the Otto Group announced that Sven Seidel, Member of the Otto Group Executive Board for Multichannel Retail, has requested the early termination of his contract for family reasons and will accept a position outside the Otto Group, starting on 1st November 2019. A replacement for Sven Seidel will be announced in due time.

In October 2019, the Otto Group announced that it achieved Group revenue growth at the upper end of its internal target of 3.5 to 5% on a like-for-like basis in the first half of financial year 2019/20. The Otto Group continues to invest in the transformation of otto.de into a platform business model. As expected, these investments continued to have a negative impact on profitability in the first half of financial year 2019/20. On the other hand, the negative weather impact from the very hot and prolonged summer 2018 did not repeat itself in the first six months of financial year 2019/20. In addition, the Hermes Group as well as the EOS Group recorded an increase in operating profitability. Overall, operating profitability increased at the Group level compared to the first half of financial year 2018/19.

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Registered Office of the Issuer

Otto (GmbH & Co KG)

Werner-Otto-Straße 1-7

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Germany