

**Supplement No. 1 dated 28 April 2021 to the Base Prospectus dated 20 April 2021**



**Aeroporti di Roma S.p.A.**

*(incorporated as a joint stock company in the Republic of Italy)*

subject to direction and coordination of Atlantia S.p.A.

**€1,500,000,000**

**Euro Medium Term Note Programme**

This supplement (the “**Supplement**”) to the base prospectus dated 20 April 2021 (the “**Base Prospectus**”) constitutes a supplement to the Base Prospectus for the purposes of Article 23 (1) of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the Euro 1,500,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Aeroporti di Roma S.p.A. (“**ADR**” or the “**Issuer**”). This Supplement has been prepared to: (i) update the disclosure in the section of the Base Prospectus headed “*Description of the Issuer*”; and (ii) update certain information in the section headed “*General Information*” of the Base Prospectus.

This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”) as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered an endorsement of the Issuer or of the quality of the securities that are the subject of this Supplement.

This document is supplemental to, and should be read in conjunction with, the Base Prospectus. The Base Prospectus is qualified in its entirety by any change made in this Supplement. 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, as the case may be, in the manner described below.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, 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.

Save as disclosed in this Supplement, there have been no other significant new factors and there are no material mistakes or inaccuracies relating to information included in the Base Prospectus which are capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

The language of this Supplement is English. Certain legislative references and technical terms may have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statements in (a) above will prevail.

Copy of this Supplement will be available on the website of AdR at <https://www.adr.it/web/aeroporti-di-roma-en/emtn-programme>.

The date of this Supplement is 28 April 2021.

## DESCRIPTION OF THE ISSUER

The information set out below supplements the section of the Base Prospectus headed “*Description of the Issuer*” on pages 35 to 78 of the Base Prospectus.

- After the sub-section headed “*Recent Developments*” on pages 77 and 78 of the Base Prospectus the following sub-section is added:

### **“Further Recent Developments”**

#### ***Early termination of EY and appointment of KPMG as the Issuer’s independent auditors***

On 27 April 2021, the shareholders’ meeting of ADR resolved upon, *inter alia*: (a) the early termination of EY S.p.A. (“**EY**”) as the Issuer’s independent auditors, one year before the original expiry of the appointment which was set on the date of the shareholders’ meeting convened to approve ADR’s financial statements for the financial year ending 31 December 2021; and (b) the appointment of KPMG S.p.A., with registered office at Via Vittor Pisani, 25, 20124, Milan, Italy, as the new independent auditors of ADR (“**KPMG**” or the “**New Independent Auditors**”).

The purpose of the early termination of EY’s appointment as independent auditors and the appointment of the New Independent Auditors is to appoint the same entity to act as independent auditors of the Issuer and Atlantia, the Issuer’s controlling company, for an identical statutory period (2021-2029), in order to foster the effectiveness and efficiency of the audit activities at the Atlantia group level.

KPMG is authorised and regulated by MEF and registered on the special register of auditing firms held by MEF. The New Independent Auditors’ current appointment was conferred for the period 2021 to 2029 and will expire on the date of the shareholders’ meeting convened to approve ADR’s financial statements for the financial year ending 31 December 2029.”.

## GENERAL INFORMATION

The information set out below amends the section of the Base Prospectus headed “*General Information*” on pages from 168 to 170 of the Base Prospectus.

- The paragraph headed “*Independent Auditors*” on page 170 of the Base Prospectus is supplemented by adding after the last sub-paragraph by the following sub-paragraphs:

“With effect from 27 April 2021, the Issuer’s independent auditors are KPMG S.p.A., with registered office at Via Vittor Pisani, 25, 20124, Milan, Italy.

KPMG is authorised and regulated by MEF and registered on the special register of auditing firms held by MEF. The Independent Auditors have no material interest in the Issuer. KPMG’s appointment was conferred for the period 2021 to 2029 by the shareholders’ meeting held on 27 April 2021 and will expire on the date of the shareholders’ meeting convened to approve ADR’s financial statements for the financial year ending 2029.”.