

SUPPLEMENT DATED 24 JANUARY 2020 TO THE BASE PROSPECTUS DATED 15 NOVEMBER 2019



ADIF-ALTA VELOCIDAD

(incorporated in the Kingdom of Spain)

€8,000,000,000

Euro Medium Term Note Programme

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 15 November 2019 (the "**Base Prospectus**") prepared by ADIF-Alta Velocidad ("**ADIF-AV**" or the "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to €8,000,000,000 in aggregate principal amount of notes ("**Notes**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"), and 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 requirements imposed under EU and Irish law pursuant to the Prospectus Regulation.

The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Central Bank should not be considered as an endorsement of the Issuer or of the quality of the Notes. Investors should make their own assessment as to the suitability of investing in the Notes.

IMPORTANT NOTICES

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

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

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or as applicable incorporated by reference into, the Base Prospectus under the headings "*Information Incorporated by Reference*" and "*General Information*" shall be amended and/or supplemented in the manner described below.

INFORMATION INCORPORATED BY REFERENCE

On page 16 of the Base Prospectus, in the section "*Information Incorporated by Reference*" after item (9) the following text is inserted in its entirety:

"(10) The unaudited interim financial statements of the Issuer with limited review report as at and for the nine months ended 30 September 2019 available for viewing on:

https://www.ise.ie/debt_documents/Informe_21155e36-c3da-4240-a212-dfed3b002118.pdf

The audited financial statements of the Issuer as at and for the year ended 31 December 2018 and 31 December 2017, and the unaudited interim financial statements of the Issuer with limited review reports as at and for the nine months ended 30 September 2019 have been prepared in accordance with accounting principles generally accepted in the Kingdom of Spain (Spanish GAAP), consistently applied."

The following paragraph in the section "*Information Incorporated by Reference*" shall be deleted in its entirety:

"The audited financial statements of the Issuer as at and for the year ended 31 December 2018 and 31 December 2017, and the unaudited interim financial statements of the Issuer with limited review reports as at and for the six months ended 30 June 2019 have been prepared in accordance with accounting principles generally accepted in the Kingdom of Spain (Spanish GAAP), consistently applied."

GENERAL INFORMATION

The fourth paragraph of the "*General Information*" section on page 78 of the Base Prospectus is deleted and replaced by the following:

"Significant/Material Change

4. There has been no material adverse change in the prospects of the Issuer since 31 December 2018, nor any significant change in the financial or trading position of the Issuer since 30 September 2019."

In the sixth paragraph of the section "*General Information*" on page 79 of the Base Prospectus, item (b) is deleted and replaced by the following:

- (b) "the audited financial statements of the Issuer for the years ended 31 December 2018 and 31 December 2017, and the unaudited interim financial statements with limited review report of the Issuer for the nine months ended 30 September 2019;"