

Third Supplement dated 8 April 2021 to the Base Prospectus dated 8 July 2020



Società per la Gestione di Attività - S.G.A. S.p.A.
(incorporated with limited liability in the Republic of Italy)

newly named



AMCO - Asset Management Company S.p.A.
(incorporated with limited liability in the Republic of Italy)

EUR 4,000,000,000

Euro Medium Term Note Programme

This third supplement (the “**Supplement**”) to the base prospectus dated 8 July 2020 (the “**Base Prospectus**”) constitutes a supplement to a base prospectus for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the EUR 4,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Amco - Asset Management Company S.p.A. (“**AMCO**” or the “**Issuer**”). This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus as supplemented on 6 October 2020 and 19 February 2021. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) in its capacity as competent authority in Luxembourg to approve this Supplement under the Prospectus Regulation.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), 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.

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. References to page numbers are to the pages of the Base Prospectus.

PURPOSE OF THE SUPPLEMENT

This Supplement has been prepared pursuant to Article 23(1) of the Prospectus Regulation for the purpose of amending and supplementing the following sections of the Base Prospectus: (A) Documents Incorporated by Reference; and (B) Description of the Issuer – Corporate Governance, Organisational Structure and Internal Controls – Management – Senior Management.

AMENDMENTS AND ADDITIONS TO THE BASE PROSPECTUS

A. Documents Incorporated by Reference

The following paragraphs shall be inserted after letter (v) of the Documents Incorporated by Reference section on page 25 of the Base Prospectus.

“(w) On 11 March 2021 the Issuer published a press release entitled “2020 Results, Strong Increase in Profitability and Business Growth” (the “**11 March 2021 Press Release**”), which has been filed with the *Commission de Surveillance du Secteur Financier*, is incorporated by reference in, and form part of, the Base Prospectus, including the information set out at the following pages in particular:

Documents	Information Incorporated	Page Reference
11 March 2021 Press Release	Entire document	All

The 11 March 2021 Press Release can be obtained on the webpage:

<https://www.amco.it/wp-content/uploads/2021/03/PR-FY20-Results-ENG-vFinal.pdf>

(x) On 11 March 2021 the Issuer published an investor presentation entitled “FY 2020 Results” (the “**FY 2020 Investor Presentation**”).

By virtue of this Supplement, the FY 2020 Investor Presentation, which has been filed with the *Commission de Surveillance du Secteur Financier*, is incorporated by reference in, and form part of, the Base Prospectus, including the information set out at the following pages in particular:

Documents	Information Incorporated	Page Reference
FY 2020 Investor Presentation	Entire document	All

The FY 2020 Investor Presentation can be obtained on the webpage:

<https://www.amco.it/wp-content/uploads/2021/03/FY20-Results-ENG-vFinal.pdf>

The Issuer confirms that the unaudited 2020 consolidated results contained in the 11 March 2021 Press Release and the FY 2020 Investor Presentation are comparable with the audited consolidated annual financial statements of the Issuer as of and for the financial year

ended 31 December 2019 and have been prepared on a basis consistent with the Issuer’s accounting policies.

Audit procedures by the independent auditors on the consolidated annual financial statements of the Issuer as of and for the financial year ended 31 December 2020 are currently in progress and such financial statements together with the audit report thereon will be available to potential investors forthwith following its publication on the website of the Issuer at <https://www.amco.it/en/investor-relations-2/>.

(y) On 22 March 2021 the Issuer published a press release entitled “Closing of Banca Carige’s disposal of non-performing leasing portfolio to AMCO” (the “22 March 2021 Press Release”), which has been filed with the *Commission de Surveillance du Secteur Financier*, is incorporated by reference in, and form part of, the Base Prospectus, including the information set out at the following pages in particular:

Documents	Information Incorporated	Page Reference
22 March 2021 Press Release	Entire document	All

The 22 March 2021 Press Release can be obtained on the webpage:

<https://www.amco.it/wp-content/uploads/2021/03/Cessione-portafoglio-Leasing-ENG-final.pdf>

B. Senior Management

The table appearing on pages 99 and 100 under the heading “Senior Management” shall be deleted in its entirety and replaced with the following table:

Name	Position
Marina Natale.....	Chief Executive Officer and General Manager
Eadberto Peressoni.....	Chief Financial Officer
Stefano Micheli.....	Chief Operating Officer
Manuela Ognissanti.....	Head of Compliance and AML
Lorenzo Lampiano	General Counsel and Secretary to the Board of Directors
Luca Battagliero	Human Resources, Transformation & Internal Communication Director
Marco Salemi.....	Chief Risk Officer
Claudia Mangione	Head of Internal Audit
Paolo Tosi.....	Head of Workout

Name	Position
Fabio Pettirossi.....	Head of UTP/PD
Roberto Zambotti.....	Project Management Office
Laura Spotorno	Head of Investor Relations and Corporate Communications
Marco Giaccone.....	Head of Portfolio Analysis & Monitoring
Silvia Guerrini.....	Manager in charge of Financial Reporting

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Copies of this Supplement will be available (i) free of charge at the registered office of the Issuers and from the principal office of the Fiscal Agent in Luxembourg; and (ii) on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>.

To the extent that there is any inconsistency between (a) any statement in or incorporated by reference into 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, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

Copies of the documents specified above as containing information incorporated by reference in the Base Prospectus can be obtained from the website of the Issuer as specified above, from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in 60 avenue J.F. Kennedy L-1855 Luxembourg and will be available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).