

## **Notice of initiation of dialogue and promotion for a real estate project to construct a business district at “Leonardo da Vinci” International Airport in Rome-Fiumicino**



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

**July 6<sup>th</sup> 2018**

# **NOTICE OF INITIATION OF DIALOGUE AND PROMOTION FOR A REAL ESTATE PROJECT TO CONSTRUCT A BUSINESS DISTRICT AT “LEONARDO DA VINCI” INTERNATIONAL AIRPORT IN ROME-FIUMICINO**

## **1. Whereas**

Aeroporti di Roma S.p.A., a company subject to the management and coordination of Atlantia S.p.A., with offices in Fiumicino (Rome), Via Pier Paolo Racchetti No. 1, with Tax Code 13032990155 (“**ADR**”), has launched the real estate development project, herein referred to as the “Business City”, for the construction within the airport grounds in proximity to the Terminals of “Leonardo da Vinci” International Airport in Fiumicino of a complex of multi-functional buildings, prevalently for use as offices and services to the individual (hereinafter the “**Real Estate Project**”).

The aim of this notice is to initiate a phase of dialogue and promotion with the public about the Real Estate Project and its characteristics, gather interest from the main Italian and overseas economic operators (the “Operators”) in the project and, therefore, in any future allocation of the spaces.

## **2. The Real Estate Project**

The Business City: innovation, sustainability, connections, and connectivity. A strategic position in the heart of the Mediterranean and Italy, capable of connecting big international routes and flows of ideas, projects and opportunities.

Situated in the vicinity of the country’s most important hub, with 200 flight connections, 50 million passengers each year and 40 thousand airport workers, the complex was designed to meet the demand for business spaces characterised by high construction quality, environmental sustainability and security.

A place to enjoy spaces, services, connections. One open to exchange, with spaces dedicated to co-working. To innovation, with spaces for start-ups. To well-being and culture. A unique business hub in a district active 24/7, with excellent building quality and high standards of energy, thermal and acoustic efficiency guaranteed by Leed Gold energy certification.

Figures worth mentioning include 77,000 sq. m of offices inspired by principles of co-working, 8,600 sq. m dedicated to the world of retail and food & beverage, and 5,200 sq. m for conference spaces. Over 41,000 sq. m of gardens and pedestrian routes for a large green lung aimed at innovation and sustainability.

The new district will therefore envisage a mix of intended uses integrated with one another, spread across 7 buildings with self-contained office spaces for individual tenants and smaller spaces for small-to-medium tenants.



A new piazza will be constructed at the foot of the buildings, overlooked by a network of services that will fully meet tenants' needs. It will feature a supermarket, a gym with well-being centre, a medical centre, conference centre, day nursery, shops, services for the individual (tobacco shop, post office, pharmacy, etc.), and restaurants.

Situated a stone's throw away from the Terminals, bus and train stations, and the motorway, the new Leonardo da Vinci Airport Business City is an intermodal hub that combines cutting-edge construction with the interconnection and sustainability of the internal and surrounding spaces, becoming the ideal location for the head offices of modern and dynamic companies. It is estimated that the new district will host around 10,000 users. Once added to those already present in the airport every day, they will lead to a presence of around 50,000 daily users.

The Real Estate Project is part of the "Fiumicino Sud Completion Project" plans, with reference to the "Building E – Business District" area located in "Section 2 – Central Area", which is subdivided into two lots: "Business District East" and "Business District West". The Real Estate Project was submitted to ENAC on 20.06.2011 and approved with no technical objection from ENAC on 22.07.2011.

### 3. Promotion of the real estate project and related allocation of spaces

#### 3.1 Information and preliminary research – Scouting Phase

In consideration of the aforesaid, with the aid of BNP Paribas Real Estate Advisory S.p.a. (hereinafter "BNP" or the "Advisor") as its single commercial/technical advisor, ADR intends to publicly inform the market of the Real Estate Project and its intention to initiate dialogue with the interested Operators, with the intention of better defining the functional and sizing characteristics of the spaces to be attributed.

More specifically, ADR is interested in initiating a process characterised by a preliminary ("scouting") phase, which will seek, also through dialogue with the Operators, to promote the Real Estate Project and its characteristics to the public, gather any interest from the Operators

regarding the project, then, better specify the functional and sizing characteristics of the spaces to be attributed.

This phase will also place particular focus on scouting specific intended uses considered Special Functions, both in the Office segment for surface area extension (spaces for a single large tenant) or type (e.g. co-working), and in the Non-Office segment for the particular specialisation and uniqueness of the function. In an explanatory and preliminary manner, subject to possible revision following the scouting phase, the following Special Functions were identified:

- **Offices:** spaces for large office use (e.g. starting from 2,000/3,000 sq. m, preferably multi-level), for a single tenant;
- **Temporary Offices:** a building up to approx. 10,000 sq. m for co-working, and flexible working spaces in general, with a bar restaurant annex space of around 340 sq. m, for potential use by a single specialised operator;
- **Conference Centre:** approx. 5,300 sq. m with an auditorium of approx. 700 seats and customisable spaces, including an open terrace for exclusive use of approx. 1,000 sq. m, for possible use by a single specialised operator;
- **Supermarket:** possibility to construct a point of sale between 500 and 1,000 sq. m;
- **Medical Centre:** between approx. 600 and 1,300 sq. m, for possible use by a single specialised operator;
- **Dining:** two restaurant spaces, one traditional on the ground floor for an approx. total of 370 sq. m with possible expansion, and the other of approx. covered 1,000 sq. m on two levels with ground and first floor access, which also includes a terrace of approx. 350 sq. m for exclusive use;
- **Gym and Well-Being Centre:** with areas starting from 1,500 sq. m, for possible use by a single specialised operator.

Following the preliminary scouting phase, on the basis of the response received from the market and the interest demonstrated by the Operators towards the Functions listed above, ADR may then proceed with additional phases intended to attribute the spaces of the Special Functions, according to the allocation methods described in further detail in point 3.2 below.

In relation to the other spaces of the Real Estate Project not specifically indicated above, on the basis of the interest demonstrated during the scouting phase, ADR may in any case consider proceeding to attribute those spaces with the methods that will be defined and communicated through future public notices.

In this phase, should they wish to acquire information about the Real Estate Project, each Operator can access the dedicated website [www.adr.it/businesscity](http://www.adr.it/businesscity) between approximately 6 July 2018 and 30 September 2018, where they can acquire a series of introductory and preliminary information in relation to the Real Estate Project. At the same time, by filling in a dedicated form, each Operator can also indicate their non-binding interest for the spaces of their choice, give indications in relation to any more or less specific requirements, ask the Advisor for additional information about Real Estate Project, and then share with the Advisor and examine in detail information already received or later made available in the aim of better understanding and evaluating the Real Estate Project and its characteristics.

During this phase of dialogue between the Advisor and the individual Operators – expected to last until 30 September 2018 subject to any advances or extensions – each Operator may be asked for additional information, which will allow ADR to fully understand their requests and

possible placement within the Real Estate Project. In any case, the interest demonstrated by the Operators will not be binding in nature.

Upon conclusion of the scouting phase, ADR will proceed with the Advisor's support and on the basis of the findings of the dialogue with the individual Operators to the final definition of the space allocation plan, the definition of the size of the spaces to be attributed to the various functions mentioned, and with particular reference to the Special Functions, of the subjective characteristics required to participate in any relative subsequent space allocation phase, as described in more detail in point 3.2 below.

### **3.2 Space allocation phase for selected Special Functions**

As outlined above, the spaces relating to the selected Special Functions, which were highlighted previously in an explanatory and preliminary manner, may be subject to a specific competitive allocation procedure, structured as a *Pre-qualification* phase and subsequent phase of inviting the pre-qualified parties to tender.

To this end, ADR may then consider the launch of a *Pre-qualification* phase in the approximate period following 30 September 2018, which on the basis of specific criteria, will identify the Operators interested in the functions and spaces mentioned.

It is also noted that for each Special Function mentioned, this phase will be announced to the public via a specific notice, in which Operators that did not take part in the previous scouting phase may also take part.

In this context, with methods similar to those followed during the scouting phase to make the information about the Real Estate Project available to the market and always guaranteeing the Advisor's support to the individual Operators who require it, ADR will announce the subjective requirements deemed essential to achieve *Pre-qualification* and admission to the competitive invitation to tender phase, as well as an additional information pack with greater detail that contains, among other things, the essential elements of the agreement intended to govern relationships with each interested Operator, alongside the possible specific conditions arising from the discussions with them.

Following the *Pre-qualification* phase, again through the Advisor, ADR will initiate a competition phase to then proceed with the allocation. More specifically, after the *Pre-qualification* phase, ADR will provide the suitable Operators with a notice of admission to the competition phase and the instructions for submitting an irrevocable offer for awarding the spaces relating to this phase.

In this context, inter alia, ADR will provide the following:

- the detailed contractual conditions on the basis of which each individual irrevocable offer must be formulated, with any indication of specific terms and conditions that could form part of the proposal from the participant and the subsequent assessment by ADR;
- the individual awarding criteria of the competition phase;
- the *facsimile* of the irrevocable offer to be submitted to ADR for the purposes of the allocation.

## **4. Communication**

Any interested Operators must send any communications and/or request for clarification to the Advisor only, in the person of **Paola Camerini**, via e-mail to the address [businsscity@adr.it](mailto:businsscity@adr.it), making reference to "Scouting Phase".

Requests for clarification must contain peremptorily details of the applicant's e-mail address.

No response will be given to requests for clarification lacking the above requirement or that jeopardise parity between the interested parties or, in any case, the above procedure.

Responses to requests for clarification, which will be published anonymously in the dedicated section of the [www.adr.it/businesscity](http://www.adr.it/businesscity) site, will constitute an addition to the provisions that govern the Procedure (as defined below) and, therefore, will be binding for all Operators that wish to take part in it.

## 5. **Personal data processing**

The data provided to ADR will be processed in accordance with the applicable provisions of Regulation (EU) 2016/679 ("**GDPR**"), as described in Appendix A to this Notice.

## 6. **Rights and reserves. Applicable law and competent Court**

Publication of this Notice – as well as the launch of each individual phase of the process described herein (hereinafter the "**Procedure**") – does not constitute any obligation for ADR towards the Operators or third parties, nor does it give rise, in relation to any party, to claims of any kind towards ADR.

The information provided during the Procedure was – and will be – created primarily by ADR, with the assistance of its advisors. No responsibility of any kind is or will be recognised in relation to it and/or its accuracy or completeness and no representation or guarantee or assumption of obligation express or implicit was or will be given by ADR in relation to the information, predictions, opinions or data contained in this document or provided to the Operators.

ADR henceforth declines any implicit or explicit responsibility with reference to the use of the information and the data provided to the Operators participating in the Procedure.

ADR reserves the right to make any decision relating to the Procedure at any time, to modify its time frames, terms, methods and conditions, to suspend or interrupt it at any time, and to withdraw at any time from one or several agreements initiated in the context of – or in relation to – it without prior notice or reason whatsoever. If ADR exercises these rights, it does not legitimate the Operators or third parties to formulate any claim or demand, for whichever reason, or to promote any action or raise any claim, for whichever reason (not even for fees due for brokerage or consultancy), in relation to their participation in the Procedure or its individual phases or in relation to damages of any kind, also with reference to costs, expenses, loss of earnings, loss of chance, etc.

Any cost or expense incurred by the applicant during the entire Procedure will in any case remain the responsibility of the individual Operator.

The Operators may not and shall not be able to claim any right in relation to any future allocations and shall not be able to claim any right to participation in the subsequent phases of the Procedure. For instance: without this giving any Operator the right to formulate any claim or demand or promote any action or raise any claim of any kind, the right for interested Operators to apply to the *Pre-qualification* phase without having previously participated in the scouting phase is expressly provided for.

ADR will not return any document or information submitted during the Procedure. In relation to the above documents and information, each Operator guarantees the legitimate ownership of

them, in addition to their completeness and accuracy and expressly undertakes to indemnify and hold harmless ADR in relation to any claim, demand, or action of third parties in relation to their content, as well as in relation to any act affecting ADR from the use of the aforementioned documents or information.

BNP Paribas Real Estate Advisory S.p.a. is the only party authorised to act as commercial/technical advisor of ADR for the Real Estate Project and for the Procedure. To date, ADR has not conferred tasks or mandates upon any other party to act in the name/on behalf of ADR in relation to the Real Estate Project and the Procedure.

This Notice does not constitute an invitation to tender, a contractual offer, or a promise to the public pursuant to Art. 1989 of the Civil Code, nor is it an offer to the public pursuant to Art. 1336 of the Civil Code or an investment solicitation pursuant to Legislative Decree no. 58/98.

This Notice, the Procedure, and all directly or indirectly connected and/or resulting deeds are governed by Italian law. Any dispute relating to the Procedure shall be submitted to the exclusive jurisdiction of the Court of Rome.

The original text of this Notice is published and made available in Italian and takes precedence over any text, wherever published, including one in a foreign language.

Fiumicino, 06.07.2018

Aeroporti di Roma S.p.A.  
The Real Estate Manager  
Filippo-Maria Carbonari

## **Appendix A. Personal data processing**

The data provided to ADR will be processed in accordance with the applicable provisions of Regulation (EU) 2016/679 (hereinafter the “**GDPR**”).

In accordance with Art. 13 of the GDPR, ADR informs that personal data relating to each interested Operator (hereinafter the “**Supplier**”) and to the physical persons who act on its behalf collected from the Supplier (hereinafter the “**Data**”) will be processed in accordance with GDPR and the following statement.

It is understood that it is the Supplier’s responsibility to inform the physical persons who act on its behalf about the personal data processing under this statement and to request their consent where necessary.

### **Data Holder. Data Controllers.**

The Data Holder is Aeroporti di Roma S.p.A., with registered office in Rome, Via Pier Paolo Racchetti 1, 00054 Fiumicino.

### **Data Protection Officer.**

The Data Protection Officer designated by the Data Holder can be contacted at the e-mail address [dpo@adr.it](mailto:dpo@adr.it). The Data Protection Officer's details and contact methods are available at [www.adr.it](http://www.adr.it).

### **Purposes and legal basis of the processing, Legitimate interests pursued.**

The data will be processed in order to:

- a) assess the technical, economic and financial suitability of the Supplier and verify that it holds the necessary requirements, during the qualification process, for the purposes of insertion into the Data Holder’s supplier database or updating it;
- b) fulfil the legal obligations the Data Holder is subject to;
- c) fulfil the contracts the Supplier is part of or adopt pre-contractual measures adopted on its request;
- d) verify, exercise or defend a right in a Court of Law.

The data processing for the purposes under a) and d) does not require consent from the Supplier as it is necessary to pursue the legitimate interest of the Data Holder, pursuant to Art. 6, paragraph 1, letter f) of the GDPR. The data processing for the purpose under b) does not require consent from the Supplier as it is necessary to fulfil the legal obligations the Data Holder is subject to, pursuant to Art. 6, paragraph 1, letter c) of the GDPR. The data processing for the purpose under c) does not require consent from the Supplier as the processing is necessary to fulfil the contracts the Supplier is part of or to adopt the pre-contractual measures adopted on its request, pursuant to Art. 6, paragraph 1, letter b) of the GDPR.

### **Data submission and consequences of non-submission.**

Data submission for the purposes under b) and c) forms a legal and contractual obligation respectively. Data submission for the purposes under a) and d), on the other hand, is optional but necessary to pursue the Data Holder’s legitimate interests listed above. In each of these cases, failure to submit data will make it impossible for the Data Holder to establish business relations with the Supplier.

### **Recipients or recipient categories.**



The data may be made accessible, known, or communicated to the following parties, which shall be nominated by the Data Holder on a case-by-case basis as Controllers or Authorised Parties:

- companies of the group the Data Holder belongs to (parent companies, subsidiaries, associated companies), employees and/or collaborators of any kind of the Data Holder and/or of companies of the group the Data Holder belongs to;
- public or private parties, physical or legal persons of which the Data Holder makes use to carry out the activities instrumental to achieving the above purposes or to which the Data Holder must send the data, by virtue of legal or contractual obligations.

In any case, the data will not be disclosed.

### **Period of storage.**

The data will be stored for a maximum period of time equal to the limitation period of the rights actionable by the Data Holder, as applicable from time to time.

### **Access, erasure, limitation and portability rights.**

The rights of data subjects are recognised under Articles 15 to 20 of the GDPR. For instance, each data subject may:

- a) obtain confirmation that processing of the personal data concerning him/her is taking place;
- b) if processing is taking place, obtain access to the personal data and the information relating to the processing and request a copy of the personal data;
- c) amend incorrect personal data and add to incomplete personal data;
- d) if one of the conditions under Art. 17 of the GDPR exists, erase the personal data concerning him/her;
- e) in the cases provided for by Art. 18 of the GDPR, limit the processing;
- f) receive the personal data concerning him/her in a structured customary format that can be read by an automatic device and request that they be sent to another Data Holder, if technically feasible.

### **Right to opposition.**

Each data subject has the right to oppose at any time to the processing of his/her personal data carried out to pursue a legitimate interest of the Data Holder. In the event of opposition, his/her personal data will no longer undergo processing, provided that there are no legitimate reasons to proceed with processing that take precedence over the interests, rights and freedoms of the data subject or to verify, exercise or defend a right in a Court of Law.

### **Right to file a complaint with the Data Protection Authority.**

Additionally, each data subject may file a complaint with the Data Protection Authority if he/she believes that the rights held by him/her pursuant to the GDPR have been breached, according to the methods indicated on the Data Protection Authority's website, which can be accessed at the address: [www.garanteprivacy.it](http://www.garanteprivacy.it).

### **Rights and reserves. Applicable law and competent Court**

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The information provided during the Procedure was – and will be – created primarily by ADR, with the assistance of its advisors. No responsibility of any kind is or will be accepted in relation to it and/or its accuracy or completeness and no representation or guarantee or assumption of

obligation express or implicit was or will be given by ADR in relation to the information, predictions, opinions or data contained in this document or provided to the Operators.

ADR henceforth declines any implicit or explicit responsibility with reference to the use of the information and the data provided to the Operators participating in the Procedure.

ADR reserves the right to make any decision relating to the Procedure at any time, to modify its time frames, terms, methods and conditions, to suspend or interrupt it at any time, and to withdraw at any time from one or several agreements initiated in the context of – or in relation to – it without prior notice or reason whatsoever. If ADR exercises these rights, it does not legitimate the Operators or third parties to formulate any claim or demand, for whichever reason, or to promote any action or raise any claim, for whichever reason (not even for fees due for brokerage or consultancy), in relation to their participation in the Procedure or its individual phases or in relation to damages of any kind, also with reference to costs, expenses, loss of earnings, loss of chance, etc.

Any cost or expense incurred by the applicant during the entire Procedure will in any case remain the responsibility of the individual Operator.

The Operators may not and shall not be able to claim any right in relation to any future allocations and shall not be able to claim any right to participation in the subsequent phases of the Procedure. For instance: without this giving any Operator the right to formulate any claim or demand or promote any action or raise any claim of any kind, the right for interested economic operators to apply to the pre-qualification phase without having previously participated in the scouting phase is expressly provided for.

ADR will not return any document or information submitted to it during the Procedure. In relation to the above documents and information, each Operator guarantees the legitimate ownership of them, in addition to their completeness and accuracy and expressly undertakes to indemnify and hold harmless ADR in relation to any claim, demand, or action of third parties in relation to their content, as well as in relation to any act affecting ADR from the use of the afore-mentioned documents or information.

This Notice does not constitute an invitation to tender, a contractual offer, or a promise to the public pursuant to Art. 1989 of the Civil Code, nor is it an offer to the public pursuant to Art. 1336 of the Civil Code or an investment solicitation pursuant to Legislative Decree no. 58/98.

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