

**SUPPLEMENT NO. 3 DATED 29 AUGUST 2019 TO THE OFFERING CIRCULAR
DATED 10 DECEMBER 2018**



Avinor AS

(incorporated with limited liability in Norway)

€3,000,000,000

Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the Offering Circular dated 10 December 2018 as supplemented by the supplement dated 09 April 2019 and by supplement dated 15 May 2019, (the **Offering Circular**) which comprises a base prospectus constitutes a prospectus supplement for the purposes of Article 13.1 of the Luxembourg act dated 10 July 2005 pursuant to article 64 of the Luxembourg Prospectus Law dated 19 July 2019, on prospectuses for securities (the **Prospectus Act 2005**) and is prepared in connection with the €3,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Avinor AS (the **Issuer**).

Application has been made to the *Commission de Surveillance du Secteur Financier* (the **CSSF**) in Luxembourg for approval of this Supplement in its capacity as competent authority under the Prospectus Act 2005, which implements the Prospectus Directive.

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

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.

Interim Financial Report of the Issuer for the second quarter ended 30 June 2019

On 28 August 2019, the Issuer published its 2019 Q2 Interim Financial Report, which contains its unaudited interim consolidated and non-consolidated financial statements for the second quarter ended 30 June 2019. The report has been properly prepared and the basis for the accounting is consistent with the accounting policies of Avinor. A copy of the 2019 Q2 Interim Financial Report has been filed with the CSSF and, by virtue of this Supplement, the 2019 Q2 Interim Financial Report is incorporated by reference in, and forms part of, the Offering Circular.

The Supplement updates the "Documents Incorporated by Reference" section of the Offering Circular (see page 24 of the Offering Circular). The 2019 Q2 Interim Financial Report sets out the information at the following pages in particular:

Condensed Income Statement	Page 10
Statement of Comprehensive Income	Page 11
Condensed Balance Sheet	Page 12-13
Statement of Changes in Equity	Page 14
Statement of cash flows	Page 15
Notes to the Interim Financial Statement	Page 16-25

The information incorporated by reference that is not included in the cross-reference list, is considered as additional information.

Significant or Material Change

The paragraph under the heading "Significant or Material Change" on page 131 of the Offering Circular shall be deemed deleted and replaced with the following:

“There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2019 and there has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2018.”

No offer to the public is outstanding under the Programme.

Documents available

This Supplement and the documents incorporated by reference can be obtained from the registered office of the Issuer, the website of the Issuer (www.avinor.no/en/corporate/about-us/reports/) the specified offices of the Paying Agents for the time being in Luxembourg and on the website of the Luxembourg Stock Exchange (www.bourse.lu).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in, or incorporated by reference into, the Offering Circular, the statements in (a) above will prevail.
