

**To Autogrill S.p.A.**

Centro Direzionale Milanofiori Strada 5 Palazzo Z

20089 Rozzano, Milan (Italy)

*To the kind attention of the Chairman of the Board of Directors*

Basel, March 13, 2023

**Object: Request to add items to the agenda of the ordinary Shareholders' Meeting called for April 19, 2023, on single call, pursuant to Article 126–bis, paragraph 1, first sentence, CFA**

Dear Sirs,

we make reference to the notice published on March 9, 2023 for the call of the ordinary Shareholders' Meeting of Autogrill S.p.A. ("**Autogrill**" or the "**Company**") for April 19, 2023, on single call.

The undersigned Dufry AG, holder of a total of 193,730,675 ordinary shares of Autogrill (representing 50.3% of the Company's share capital), hereby requests that, pursuant to Article 126–bis, paragraph 1, first sentence, of the CFA, the agenda of the aforesaid Shareholders' Meeting of the Company be supplemented with the addition of the following item, to be submitted to the Shareholders' Meeting in ordinary session:

*"Waiver of liability action pursuant to Articles 2393 and 2407 of the Italian Civil Code against, respectively, the Directors and the Statutory Auditors in office prior to the completion of the transfer to Dufry AG of 193,730,675 ordinary shares of Autogrill S.p.A., representing approximately 50.3% of the Company's share capital, which occurred on February 3, 2023. Related and consequent resolutions".*

Attached is:

- an explanatory report for the request for integration of the agenda and for the relevant proposal, pursuant to Article 126–bis, paragraph 4, of the CFA;
- the communication issued by an authorised intermediary certifying that Dufry AG holds shares in Autogrill in an amount exceeding the threshold of one–fortieth of the share capital of the Company pursuant to Article 126–bis, paragraph 1, first sentence, of the TUF.

Kind regards,

**Dufry AG**

-----

Name: Xavier Rossinyol

Office: Group Chief Executive Officer

-----

Name: Yves Gerster

Office: Chief Financial Officer

**Waiver of liability action pursuant to Articles 2393 and 2407 of the Italian Civil Code against, respectively, the Directors and the Statutory Auditors in office prior to the completion of the Transfer to Dufry AG of 193,730,675 ordinary shares of Autogrill S.p.A., representing approximately 50.3% of the Company's share capital, occurred on February 3, 2023. Related and consequent resolutions.**

On July 11, 2022, Dufry AG (“**Dufry**”), on the one hand, and Edizione S.p.A. (“**Edizione**”) and Schema Beta S.p.A. (“**Schema Beta**” and, together with Dufry and Edizione, the “**Parties**”), on the other hand, entered into a combination agreement (the “**Combination Agreement**”) aimed at governing a strategic business combination between Dufry and Autogrill S.p.A. (“**Autogrill**” or the “**Company**”), at that time controlled by Schema Beta and indirectly by Edizione (the “**Transaction**”).

More specifically, under the Combination Agreement, Schema Beta undertook to transfer to Dufry, subject to the fulfilment of certain conditions, its stake in Autogrill (the “**Transfer**”) equal to approximately 50.3% of the share capital of Autogrill.

Pursuant to the Combination Agreement:

- Schema Beta undertook to use commercially reasonable efforts to provide Dufry with evidence of the resignation of up to six (6) directors of Autogrill, to be identified by Dufry prior to the closing after consultation with Schema Beta in *bona fide* and to include, in any case, the then Chief Executive Officer of Autogrill, effective as of and subject to closing of the Transfer;
- Schema Beta undertook to take any actions in its power to procure that a Board of Directors' meeting of Autogrill be duly convened to be held prior to the closing date for the purposes of resolving – effective as of, and subject to, closing of the Transfer – the appointment (*cooptazione*) of persons indicated by Dufry replacing the resigning directors of Autogrill.

As disclosed to the public by Autogrill on January 23, 2023, effective as of and subject to the completion of the Transfer, Gianmario Tondato da Ruos resigned as Chief Executive Officer of Autogrill and Alessandro Benetton, Franca Bertagnin Benetton, Massimo Fasanella d'Amore di Ruffano, Paolo Zannoni, and Simona Scarpaleggia resigned as directors of Autogrill. On January 30, 2023, effective as of and subject to the completion of the Transfer, Autogrill's Board of Directors replaced these resigning directors with the following directors appointed by Dufry: Bruno Chiomento, Francisco Javier Gavilan, Nicolas Giroto, Marella Moretti, Emanuela Trentin and Xavier Rossinyol.

On 3 February 2023, the Parties completed the Transfer, with the resignations and the appointment by co-optation of the new directors therefore becoming effective.

Pursuant the Combination Agreement, it is envisaged that the adoption of a resolution concerning the full and irrevocable (to the maximum extent permitted under applicable Law) discharge of liability in favour of the directors and statutory auditors of Autogrill in relation to the performance of their respective offices prior to completion of the Transfer, except in the case of actions carried out with wilful misconduct/fraud (*dolo*), be submitted to the next Shareholders' Meeting of Autogrill. Pursuant to the Combination Agreement, Dufry undertook to vote in favour of this resolution.

In light of the foregoing, the following proposal of resolution is submitted to the Shareholders' Meeting for approval:

*“The ordinary Shareholders' Meeting of Autogrill S.p.A., having considered the proposal submitted by Dufry AG and the related explanatory report,*

*resolves*

*- to irrevocably waive, except for cases of wilful misconduct/fraud, the right to bring any action pursuant to Article 2393 of the Italian Civil Code against the Directors in office prior to the completion of the transfer to Dufry AG of 193,730,675 ordinary shares of Autogrill S.p.A., representing approximately 50.3% of the Company's share capital, which occurred on February 3, 2023 in relation to the performance of their respective directorship offices in the Company from the date of their appointments and until the completion of the aforementioned transfer, including - specifically but without limitation to the foregoing - the acts resulting from (i) the financial statements of the company or (ii) the minutes of the meetings of the Board of Directors and the resolutions therein included;*

*- to irrevocably waive, without prejudice for cases of wilful misconduct/fraud, the right to bring any action pursuant to Article 2407 of the Italian Civil Code against the Statutory Auditors in office prior to the completion of the transfer to Dufry AG of 193,730,675 ordinary shares of Autogrill S.p.A., representing approximately 50.3% of the Company's share capital, occurred on February 3, 2023, in relation to the performance of their respective offices in the Company from the date of their appointment and until the completion of the aforementioned transfer, including - specifically but without limitation to the foregoing - the acts resulting from the minutes of the meetings of the Board of Statutory Auditors, and the resolutions therein included, or of the Board of Directors;*

*- to vest the Chairman and the Chief Executive Officer, jointly and severally, with express authorisation pursuant to Article 1395 of the Italian Civil Code, with the broadest powers in order to execute this resolution, including the power to sign any deed, document and/or declaration required or in any case useful for this purpose".*

*\* \* \**

**Dufry AG**

March 13, 2023