



Press release

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IMPLEMENTATION OF THE CORPORATE REORGANIZATION OF THE AUTOGRILL GROUP

PUBLICATION OF THE INFORMATION DOCUMENT

Milan, 28 December 2017 - Autogrill S.p.A. (Milan: AGL IM) (“Autogrill”) informs that, following the completion of the corporate actions that are instrumental to the implementation of the corporate reorganization project of the group led by Autogrill, approved by the Board of Directors on 9 November 2017, whose terms are described in the press releases published on the same date and on 15 December 2017 (the “Reorganization Project”), the information document relating to the Reorganization Project (the “Information Document”) has been made available to the public today.

In particular - as described in the Information Document – following the registration with the company registrar of Novara on 22 December 2017 of the resolutions passed on 15 December 2017 by the shareholders’ meetings of Autogrill Italia S.r.l., GTA S.r.l. and Autogrill Advanced Business Service S.r.l., companies whose capital is wholly owned by Autogrill (the “Transferees”), relating to the capital increases to be paid-in through the contribution in kind of three business units by Autogrill and to the transformation of the Transferees into joint stock companies (*società per azioni*), effective as of 1 January 2018 (the “Effective Date”), and of the deeds of contribution of the business units, the Reorganization Project will be completed on the Effective Date.

Therefore, as of the Effective Date:

- ✓ Autogrill Italia S.r.l. will acquire the ownership of the business unit relating to motorway and airport concessions as well as to operations in railway stations and urban centres in Italy, will have a share capital of EUR 68,688,000 and will be renamed “Autogrill Italia S.p.A.”;
- ✓ GTA S.r.l. will acquire the ownership of the business unit that includes: a) the departments responsible for coordinating the activities in Southern Europe and continental Europe (including Italy); and b) the shareholdings in the following companies: Autogrill Austria GmbH (Austria), Autogrill België NV (Belgium), Autogrill Czech s.r.o. (Czech Republic), Holding de Participations Autogrill S.a.s. (France), Autogrill Deutschland GmbH (Germany), Autogrill Hellas Single Member Limited Liability Company (Greece), Autogrill Polska Sp. z o.o. (Poland), Autogrill gostinstvo in trgovina d.o.o. (Slovenia), Autogrill Iberia S.L.U. (Spain) and Autogrill Schweiz A.G. (Switzerland), will have a share capital of EUR 50,000,000 and will be renamed “Autogrill Europe S.p.A.”;
- ✓ Autogrill Advanced Business Service S.r.l. will acquire the ownership of the business unit relating to the supply of supporting activities and services currently performed by Autogrill in favour of companies belonging to the Group, will have a share capital of EUR 1,000,000 and will be renamed “Autogrill Advanced Business Service S.p.A.”.

With reference to the Information Document, it should be noted that, despite having exercised the right to derogate to the duty to publish an information document (*documento informativo*) relating to acquisitions and transfers of assets provided for by Article 71 of the regulation adopted by Consob



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by resolution no. 11971 of 14 May 1999 (as subsequently amended, the “Issuers’ Regulation”), in light of the relevance of the Reorganization Project Autogrill considered appropriate to provide an adequate information to the market in connection with such Reorganization Project through the publication of the Information Document. The Information Document has been therefore drafted, on a voluntary basis, in accordance with the indications set forth in Scheme 3 of Annex 3B to the Issuers’ Regulation, as referred to in Article 71 of the Issuers’ Regulation, and is available to the public at the registered office and on the website of Autogrill (www.autogrill.com, “Governance/Documento Informativo” section), as well as on the authorized storage mechanism Info1.

It is finally reminded that, pursuant to Article 6 of the Consob regulation no. 17221 of 12 March 2010, as subsequently amended (the “17221/2010 Regulation”), the Transferees are related parties of Autogrill since their corporate capital is wholly held by Autogrill. However, the Transaction is not subject to the procedures relating to related parties’ transactions due to the exemption provided under Article 14, paragraph 2, of the 17221/2010 Regulation and Article 12.3.1 of the procedures on related parties’ transactions of Autogrill which have been adopted by the Board of Directors of Autogrill on 13 May 2014 effective from 30 September 2014 and published on the website of Autogrill (www.autogrill.com, “Governance” section). Therefore, Autogrill has not published and will not publish an information document relating to the Reorganization Project pursuant to Article 5 of the 17221/2010 Regulation.

For further information:

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