



Press release

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## **APPROVAL AND PUBLICATION OF THE PROSPECTUS RELATING TO THE RIGHTS OFFERING AND ADMISSION TO TRADING OF THE NEWLY ISSUED SHARES RESULTING FROM THE CAPITAL INCREASE**

*Milan, 10 June 2021 - Autogrill S.p.A. (“**Autogrill**” or the “**Company**”) announces that today it received the authorisation of the Italian National Commission for the Companies and the Market (*Commissione Nazionale per le Società e la Borsa*) to publish the prospectus (the “**Prospectus**”) relating to the rights offering and admission to trading of the newly issued ordinary shares to be issued in connection with the capital increase resolved by the Company’s Board of Directors on 8<sup>th</sup> June 2021, in exercise of the authority granted by the Extraordinary Shareholders’ Meeting of 25<sup>th</sup> February 2021 (the “**Rights Offering**”).*

Further to the press release published on 8<sup>th</sup> June 2021, to which reference should be made for further information, the timetable for the Offering is confirmed in the following terms:

- the option rights for the subscription of the shares subject to the Offer (the “**Option Rights**”) will be exercisable, on pain of forfeiture, from 14<sup>th</sup> June 2021 to 29<sup>th</sup> June 2021 (included); and
- the Rights will be negotiable on the Mercato Telematico Azionario, organized and managed by Borsa Italiana S.p.A. (“**MTA**”), from 14<sup>th</sup> June 2021 to 23<sup>rd</sup> June 2021 (included).



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The Option Rights not exercised by the end of the offer period will be offered on the MTA, pursuant to Article 2441, third paragraph, of the Italian Civil Code.

The dates of the stock exchange sessions in which the Option Rights will be offered will be announced by means of a specific notice.

The Prospectus is available to the public in accordance with applicable laws and regulations and is available at Autogrill's registered office in Novara, via Luigi Giulietti 9 and at its secondary office in Rozzano (MI), Centro Direzionale Milanofiori, Palazzo Z, Strada 5, as well as on the Company's website ([www.autogrill.com](http://www.autogrill.com)).

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*This announcement has been prepared on the basis that any offer of securities in any Member State of the European Economic Area (“EEA”) which has implemented the Regulation No. 2017/1129 (the “**Prospectus Regulation**”), will be made on the basis of a prospectus approved by the competent authority and published in accordance with the Prospectus Regulation and/or pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities. Any public offering will be conducted in Italy pursuant to a prospectus, duly authorized by Consob in accordance with applicable regulations.*

*This document is not a prospectus for the purposes of the Prospectus Regulation. A prospectus prepared pursuant to the Prospectus Regulation will be published in the future. Investors should not subscribe for any securities referred to in this document except on the basis of the information contained in the prospectus.*

*Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the pre-emptive subscription rights (the “**Rights**”) and the new ordinary shares (the “**New Shares**”) have been subject to a product approval process, which has determined that such Rights and New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Rights and the New Shares (as defined in the offering materials) may decline and investors could lose all or part of their investment; the Rights and the New Shares offer no guaranteed income and no capital protection; and an investment in the Rights and the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Rights and the New Shares. Each*



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*distributor is responsible for undertaking its own target market assessment in respect of the Rights and the New Shares and determining appropriate distribution channels.*

*The Underwriters are each acting exclusively for Autogrill S.p.A. in the transaction referred to in this announcement and for no-one else in connection with any transaction mentioned in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement. The contents of this announcement have not been verified by the Underwriters.*

**For further information:**

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