



Press release

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CONCLUSION OF THE OPTION PERIOD OF AUTOGRILL S.p.A.’S SHARE CAPITAL INCREASE: 99.16% OF THE NEW SHARES HAVE BEEN SUBSCRIBED, FOR AN AMOUNT EQUAL TO EURO 594,578,075.13

THE UNEXERCISED OPTION RIGHTS WILL BE OFFERED ON THE MTA STARTING FROM 1ST JULY 2021

Milan, 29th June 2021 – Autogrill S.p.A. (“**Autogrill**” or the “**Company**”) announces that the period for the exercise of the option rights for the subscription of up to 130,633,542 newly issued Autogrill ordinary shares (the “**New Shares**”), pursuant to the share capital increase, against payment, in divisible form, for a maximum amount of Euro 599,607,957.78, including the share premium, resolved by the Board of Directors of the Company on 8th June 2021, pursuant to the authorization granted by the Company’s Extraordinary Shareholders’ Meeting held on 25th February 2021 pursuant to article 2443 of the Italian Civil Code (the “**Share Capital Increase**”), has ended today.

During the option period, which started on 14th June 2021 and ended on 29th June 2021, included (the “**Option Period**”), 249,110,975 option rights were exercised for the subscription of 129,537,707 New Shares, representing 99.16% of the total New Shares being offered, for a total amount equal to Euro 594,578,075.13.



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Therefore, at the end of the Option Period, 2,107,375 option rights remain unexercised (the “**Unexercised Rights**”), related to the subscription of 1,095,835 New Shares, representing 0.84% of the total New Shares offered, for a total amount equal to Euro 5,029,882.65.

The Unexercised Rights will be auctioned by Autogrill on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. (the “**MTA**”), pursuant to Article 2441, paragraph 3, of the Italian Civil Code, through Mediobanca – Banca di Credito Finanziario S.p.A., during the trading sessions of 1st and 2nd July 2021 (the “**Rights Auction**”), subject to early closing of the Rights Auction should the Unexercised Rights be entirely sold. In the context of the Rights Auction, the Unexercised Rights will be offered with the following ISIN code IT0005445249.

All Unexercised Rights will be offered during the trading session of 1st July 2021 and any residual Unexercised Rights not purchased in such trading session will be offered in the trading session of 2nd July 2021.

The Unexercised Rights may be exercised to subscribe for the New Shares, at a price equal to Euro 4.59 per each New Share, at the subscription ratio of 13 New Shares for every 25 Unexercised Rights purchased.

The exercise of the Unexercised Rights purchased during the Rights Auction and, therefore, the subscription for the New Shares, shall be made, subject to forfeiture, exclusively through authorized intermediaries that hold accounts with the centralized management system of Monte Titoli S.p.A. (i) no later than 2nd July 2021 (and effective as of the same date) if the Rights Auction closes earlier because the Unexercised Rights have been purchased in full on 1st July 2021, or (ii) no later than 5th July 2021 (and effective as of the same date) if the Unexercised Rights have not been purchased in full on 1st July 2021 and the Rights Auction closes on 2nd July 2021.

The New Shares subscribed for by the end of the Rights Auction will be deposited to the accounts held by the authorized intermediaries participating in the centralized management system of Monte Titoli S.p.A. at the end of the accounting date on the last day for the exercise of the Unexercised Rights, and will be made available on the same day.

It should also be noted that today Schematrentaquattro S.p.A., Autogrill’s majority shareholder, pursuant to its irrevocable undertaking assumed on 8th June 2021, has subscribed and released all of the New Shares due to it on a pre-emptive basis, pursuant to Article 2441(1) of the Italian Civil Code, on the shares held by Schematrentaquattro S.p.A., equal to 50.1% of Autogrill’s share capital, confirming confidence in the Group’s growth prospects.

Finally, it should be noted that Citigroup Global Markets Limited, Credit Suisse Securities, Sociedad de Valores, S.A., Intesa Sanpaolo S.p.A., Mediobanca – Banca di Credito Finanziario S.p.A., UniCredit Bank AG, Milan Branch (as Joint Global Coordinators) and BofA Securities Europe SA (as Co-Global Coordinator and, together with the Joint Global Coordinators, as Joint Bookrunners) and Banca Akros S.p.A., Crèdit Agricole Corporate and Investment Bank, Coöperatieve Rabobank U.A. and Société Générale (as Co-Lead Managers and, together with the Joint Bookrunners, the “**Underwriters**”), undertook to subscribe and release, severally and not jointly, any unsubscribed Shares at the end of the Rights Auction, pursuant to the underwriting agreement entered into on 8th June 2021 with Autogrill, up to a maximum amount of Euro 295,399,855.53, equal to the difference between the maximum total value of the Capital



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Increase and the value of the New Shares subject to the subscription commitment of the shareholder Schematrentaquattro S.p.A.

The registration document, the information note and the summary note are available to the public in accordance with applicable laws and regulations and are 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). The publication has been disseminated to the public in the manner and terms prescribed by law.

Finally, pursuant to article 89 of regulation approved by the Italian National Commission for the Companies and the Market (*Commissione Nazionale per le Società e la Borsa*) with resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented, on 30th June 2021 we will publish on the daily newspaper "IlSole24Ore" a notice akin to this press release containing an indication of the number of Unexercised Rights that will be offered on the MTA and of the dates of the trading sessions in which the Offering on the MTA will occur.

*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 was published on 11th June 2021 on the Company's website. 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*



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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 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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