

## NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

All persons entitled with voting rights at the Shareholders' Meeting of Autogrill S.p.A. ("**Autogrill**" or the "**Company**") are convened to the ordinary shareholders' meeting to be held on 25 February 2021 at 11:00 a.m. in Rozzano (MI), Centro Direzionale Milanofiori, Strada 5, Palazzo Z, in single call, to discuss and resolve upon the following

### AGENDA

Proposal to grant the Board of Directors a mandate, pursuant to Article 2443 of the Italian Civil Code, to be exercised no later than 23 February 2026, to increase the share capital, in one or more tranches and in divisible form, for cash, for a maximum amount of Euro 600 million, including any share premium, through the issuance of ordinary shares, with no par value, with the same characteristics as those already issued, to be offered on an pre-emptive right basis to the persons entitled to the option rights pursuant to Article 2441, paragraph 1 of the Italian Civil Code. Subsequent amendment of Article 5 of the Articles of Association. Related and consequential resolutions.

### 1. PROCEDURE FOR HOLDING THE SHAREHOLDERS' MEETING

The Shareholders' Meeting shall be held in full compliance with the provisions and instructions set out in article 106 of Decree Law no. 18 of 17 March 2020 (converted with amendments by Law no. 27 of 24 April 2020), as recently amended by article 3, paragraph 6, of Law Decree no. 183 of 31 December 2020 (the "**Decree 18/2020**") as well as the decrees and/or directives issued by the competent (national or regional) authorities and in force as of the date of the Shareholders' Meeting. Consequently, participation in the Shareholders' Meeting by those who have the right to vote will be allowed exclusively through Computershare S.p.A., the entity appointed by the Company to act as designated representative (the "**Designated Representative**") pursuant to article 135-*undecies* of the Italian Legislative Decree no. 58 of 24 February 1998 (the "**Consolidated Law on Finance**"). Shareholders who wish to attend the Shareholders' Meeting must therefore grant the Designated Representative the proxy referred to in point 6 below. Without prejudice to the foregoing, in accordance with article 106, paragraph 2, of Decree 18/2020, parties other than shareholders entitled to attend and exercise their voting rights may also (or exclusively) participate by means of telecommunications that guarantee their identification, without in any case requiring the Chairman, Secretary and Notary Public to be in the same place. The Company will promptly notify any further relevant provisions and instructions in relation to the organization of the Shareholders' Meeting.

### 2. ELIGIBILITY TO PARTICIPATE

In accordance with the law, a person for whom a qualified intermediary has notified to the Company the relevant notice certifying the right to vote by and no later than the close of the seventh trading day before the date set for the Shareholders' Meeting, i.e. 16 February 2021 (**record date**), shall be entitled to attend the Shareholders' Meeting and exercise his voting rights. Any person becoming a shareholder of the Company subsequently to the record date shall not be entitled to participate and vote in the Shareholders' Meeting. Shareholders' attendance at the Shareholders' Meeting is governed by the applicable provisions of law and regulations, as well as by the provisions contained in the current bylaws and rules of conduct of the Shareholders' Meetings, which are both available on the Company's website ([www.autogrill.com](http://www.autogrill.com), Governance section). It should be recorded that notices to the Company shall be sent by a qualified intermediary on the initiative of the person entitled with voting rights. The Company shall not be in charge of any advance notice nor shall it bear any costs incurred in connection with the carrying out of the duties on the part of the intermediary.

### 3. SHARE CAPITAL AND VOTING SHARES

At the date hereof, the share capital of Autogrill is equal to Euro 68,688,000 divided into no. 254,400,000 ordinary shares, with no par value, each of which grants one voting right in the

Company's ordinary and extraordinary Shareholders' Meetings. The voting right is suspended in accordance with the law with reference to treasury shares held by the Company. Information on the amount of the share capital with indication of the number and categories of shares into which it is divided is available on the Company's website ([www.autogrill.com](http://www.autogrill.com)).

#### **4. RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA**

Pursuant to article 127-*ter* of the Consolidated Law on Finance, the persons entitled to vote at the Shareholders' Meetings may ask questions on the items on the agenda, also before the Shareholders' Meeting, by 16 February 2021 (seventh trading day before the date of the Shareholders' Meeting). In light of the epidemiological emergency by COVID-19, pursuant to the exceptional regulations contained in Decree 18/2020, questions – accompanied by the relevant communication, issued by the authorised intermediary in accordance with applicable laws, certifying the entitlement to exercise the relevant right – must be submitted in writing by certified e-mail to the following certified e-mail address: [autogrill@legalmail.it](mailto:autogrill@legalmail.it). It should be noted that the entitlement to voting rights may also be certified after the submission of applications, provided that it is no later than the third day following the record date (i.e. by 19 February 2021). The answers to the questions received before the Shareholders' Meeting shall be published on the Company's website [www.autogrill.com](http://www.autogrill.com) by 23 February 2021 at the latest. A single reply may be provided to different questions having the same content.

#### **5. INTEGRATION OF THE AGENDA AND PROPOSALS FOR RESOLUTIONS ON THE ITEMS ON THE AGENDA**

Pursuant to article 126-*bis* of the Consolidated Law on Finance, the Shareholders who, even jointly, represent at least 2.5% of the share capital may either request, within ten days from the publication of this notice of call, the integration to the items listed on the agenda, specifying therein the proposed items to add, or submit resolution proposals on items already listed on the agenda. The request shall be presented in writing and sent, jointly with the notices released by a qualified intermediary in accordance with its own book entries certifying the ownership of the aforementioned stake representing at least 2.5% of the share capital by telefax or certified e-mail to the following contacts: telefax no. +39(02)87181663, registered e-mail address: [autogrill@legalmail.it](mailto:autogrill@legalmail.it).

The integration of the agenda is not permitted with regard to items upon which the Shareholders' Meeting resolves, in accordance with the law, upon proposal of the Directors or on the basis of a project or a report presented by the latter, other than the report on the items on the agenda set forth under article 125-*ter*, paragraph 1, of the Consolidated Law on Finance. Any integration to the items on the agenda or any additional resolution proposals on items already listed on the agenda will be notified, in the same forms prescribed by law for the notice of call, within the terms set out in the applicable laws and regulations. Shareholders requesting the integration of the agenda or presenting resolution proposals on items already listed on the agenda shall prepare and send to the Board of Directors, by the deadline set out for the presentation of the request of integration, a report containing the reasons underlying the resolution proposals upon the new items they propose to add, or the reasons underlying the resolution proposals upon items already on the agenda. Such report will be made available to the public, jointly with the relevant assessments, if any, by the Board of Directors, concurrently with the publication of the notice of the integration or of the proposal presentation and according to the mechanics set out by the applicable laws and regulations.

In consideration of the fact that attendance to the Shareholders' Meeting is permitted exclusively through the Appointed Representative, with reference to the present Shareholders' Meeting it is envisaged that those who have the right to vote may individually submit resolution proposals to the Company on the items on the agenda - pursuant to article 126-*bis*, paragraph 1, penultimate sentence, of the Consolidated Law on Finance by 10 February 2021 by e-mail to [societario@autogrill.net](mailto:societario@autogrill.net) or by certified e-mail to [autogrill@legalmail.it](mailto:autogrill@legalmail.it). The Company will publish these proposals by 11 February 2021 to allow all Shareholders to become acquainted with them and provide voting instructions to the Designated Representative. The legitimacy to formulate such proposals must be attested by the communication provided for by article 83-*sexies* of the Consolidated Law on Finance made by the

intermediary for the purpose of attending the Shareholders' Meeting and exercising the voting right, which must be received by 5.00 p.m. on 17 February 2021 and which certifies the legitimacy to vote on the record date (16 February 2021).

## 6. PROXY VOTING

In light of the epidemiological emergency caused by COVID-19, pursuant to the exceptional regulations contained in Decree 18/2020, attendance at the Shareholders' Meeting will take place exclusively through the Designated Representative pursuant to article 135-*undecies* of the Consolidated Law on Finance.

For the Shareholders' Meeting referred to in this notice of call, the Company has designated Computershare S.p.A. with registered office in Milan, Via Lorenzo Mascheroni 19 - 20145, as Designated Representative to whom the person entitled to vote will grant, in accordance with the law and without charge, a proxy pursuant to article 135-*undecies* of the Consolidated Law on Finance, with voting instructions, on all or some of the proposals on the agenda. The proxy to the Designated Representative shall not have effect with regard to proposals for which voting instructions have not been provided. The form to be used for the proxy to the Designated Representative is available in a printable version on the Company's website [www.autogrill.com](http://www.autogrill.com), Governance – Shareholders' Meeting section, where a link to a procedure can be found, through which it will be possible to proceed with the guided filling in of the proxy form to the Designated Representative and the electronic submission of the proxy.

The proxy form, with voting instructions, must be submitted following the instructions on the form itself by the end of the second trading day before the date set for the Shareholders' Meeting, therefore by 23 February 2021.

The notice of the qualified intermediary, attesting the right to attend the meeting and to exercise the voting right, shall be provided also in case of grant of the proxy to the Designated Representative: should such notice not be provided, the proxy shall be considered as ineffective.

Moreover, pursuant to Decree 18/2020, those who do not wish to avail themselves of the methods of intervention described above, may grant proxies and/or sub-delegations pursuant to article 135-*novies* of the Consolidated Law on Finance. For this purpose, the proxy model made available on the Company's website [www.autogrill.com](http://www.autogrill.com), Governance – Shareholders' Meeting section, may be used. The proxy and/or sub-delegation to the Designated Representative may contain voting instructions on all or some of the proposals relating to the items on the agenda, it being understood that the Designated Representative will not express any vote at the Shareholders' Meeting in relation to those proposals for which he has not received precise voting instructions. In the event of sub-delegation to the Appointed Representative, the sub-delegator must also send the latter, following the instructions on the form itself, a copy of the proxy received and the declaration certifying the conformity of the copy to the original and the identity of the delegating party. In order to allow the Company and the Appointed Representative to receive and verify the proxies and/or sub-delegations in advance of the start of the Shareholders' Meeting, it is recommended that the legitimate parties send their proxies and/or sub-delegations by 12.00 noon on the day prior to the date set for the Shareholders' Meeting (and therefore by 12.00 noon on 24 February 2021).

The proxy and voting instructions may be revoked within the same terms and in the same manner as those provided for their sending. There are no procedures for voting by correspondence or electronic means.

The Designated Representative will be available for clarification or information at the following telephone numbers: +39 02 467768 14-18-19-24-26-34, or at [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions in consideration of intervening needs following the current epidemiological emergency situation from COVID-19 and its developments that cannot be foreseen at the moment.

## 7. DOCUMENTATION

The report of the Board of Directors on the items on the agenda, with the full text of the resolution proposals, will be available by the prescribed period at the authorized storage mechanism IInfo

([www.1info.it](http://www.1info.it)), as well as at the Company's registered office and secondary office and on the Company's website [www.autogrill.com](http://www.autogrill.com), Governance – Shareholders' Meeting section.

Milan, 25 January 2021

For the Board of Directors

The President

Paolo Zannoni