



COURTESY TRANSLATION

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

All persons entitled to vote at the Shareholders' Meeting of Autogrill S.p.A. ("**Autogrill**" or the "**Company**") are convened to the ordinary shareholders' meeting to be held on 19 April 2023 at 11:30 a.m. in Rozzano (MI), Centro Direzionale Milanofiori, Strada 5, Palazzo Z, in a single call, to discuss and resolve upon the following

AGENDA

1. Financial statements as of 31 December 2022 and report on management; related and consequential resolutions. Presentation of the consolidated financial statements as of 31 December 2022.
2. Proposal for the allocation of the results of the financial year; related and consequential resolutions.
3. Appointment of the Board of Directors pursuant to article 10 of the By-laws:
 - 3.1 Determination of the number of Directors; related and consequential resolutions.
 - 3.2 Determination of the term of office of the Board of Directors; related and consequential resolutions.
 - 3.3 Appointment of the Directors; related and consequential resolutions.
 - 3.4 Determination of the remuneration of the members of the Board of Directors; related and consequential resolutions.
4. Report on remuneration policy and compensation paid pursuant to article 123-ter of the Italian Legislative Decree no. 58 of 24 February 1998 and article 84-*quater* of Consob Regulation no. 11971/1999 (the "**Report on Remuneration Policy and Compensation**"):
 - 4.1 Approval of the first section (2023 remuneration policy); related and consequential resolutions.
 - 4.2 Non-binding vote on the second section (compensation for 2022). 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 the Italian Decree Law no. 18 of 17 March 2020 (converted, with amendments, by Italian Law no. 27 of 24 April 2020, and extended, most recently, by Italian Decree Law no. 198 of 29 December 2022, which was converted, with amendments, by Italian Law no. 14 of 24 February 2023, 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



COURTESY TRANSLATION

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 8 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 audio-video conference that guarantee their identification, without in any case requiring the chairman and secretary of the meeting and the 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 applicable laws and regulations, a person for whom a qualified intermediary has notified to the Company the relevant statement 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.* 6 April 2023 (**record date**), shall be entitled to attend the Shareholders’ Meeting and exercise its 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 laws and regulations, as well as by the provisions contained in the current By-laws and rules of conduct of the Shareholders’ Meetings, which are both available on the Company’s website (www.autogrill.com, Governance section). It should be noted 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 charged 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 145,761,789.78 divided into no. 385,033,542 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).

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 6 April 2023 (seventh trading day before the date of the Shareholders’ Meeting). Pursuant to the provisions contained in Decree 18/2020, questions - accompanied by the relevant statement, issued by the authorized intermediary pursuant to the current legislation, certifying the right to vote - must be submitted in writing by certified e-mail to the following certified e-mail address: autogrill@legalmail.it. Please note that the ownership of the right to vote can be also certified after the submission of the questions as long as it is no later than the third day after the record date (*i.e.*, by Sunday, 9 April 2023, and is therefore deemed extended to 11 April



COURTESY TRANSLATION

2023, the first subsequent working day, by virtue of the general principle regarding the computation of terms). Questions received before the Shareholders' Meeting shall be answered no later than 17 April 2023. A single reply may be provided to different questions having the same content. No answer is due when the required information is already available, in form of Q&As, under the dedicated section of the Company's website (Governance – Shareholders' Meeting).

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 statement 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 certified e-mail to the following address: 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 submitting 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 light of the fact that participation in the Shareholders' Meeting may only take place through the Designated Representative, it is provided that those who have the right to vote may individually submit to the Company resolution proposals on the items on the agenda – pursuant to article 126-*bis*, paragraph 1, second-last period, of the Consolidated Law on Finance – no later than 6 April 2023 by e-mail to societario@autogrill.net or by certified e-mail to autogrill@legalmail.it. The Company will publish said proposals by 7 April 2023 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 7 April 2023 and which certifies the legitimacy to vote on the record date (6 April 2023).



COURTESY TRANSLATION

6. APPOINTMENT OF THE BOARD OF DIRECTORS

With reference to appointment of the Board of Directors, it is hereby reminded that the Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by the Shareholders in compliance with the laws and regulations in force, as well as with article 10 of the By-laws – to which reference is therefore made for anything not expressly indicated below -, also with reference to the regulations concerning gender balance.

Shareholders who, alone or jointly with other Shareholders, hold shares representing at least 1% of the share capital are entitled to submit lists of candidates for the appointment of the Board of Directors.

The lists must be submitted to the following certified e-mail address *autogrill@legalmail.it* by no later than Saturday 25 March 2023. Notifications from intermediaries certifying ownership of the shareholding on the date the list is submitted must be sent to the same address by no later than 29 March 2023.

Jointly with each list, declarations must be sent in which the individual candidates accept the nomination and certify, under their own responsibility, that there are no grounds for ineligibility and incompatibility, as well as the existence of the requirements prescribed by current legislation for the respective offices. Jointly with the declarations, a *curriculum vitae* will be sent for each candidate concerning his or her personal and professional characteristics, indicating the directorships and control positions held in other companies and, if applicable, the suitability to qualify as independent.

In addition, it should be noted that the Board of Directors has adopted, in accordance with the corporate governance code for listed companies approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A, ABI, Ania, Assogestioni, Assonime and Confindustria (the "**Corporate Governance Code**"), a regulation of the Board of Directors, published on the Company's website www.autogrill.com - *governance* section - Regulations and Procedures and Engagement Policy (the "**Board of Directors Regulation**"), which establishes, at Article 6, the provisions relating to independent directors and independence requirements (pursuant to Recommendation no. 7 of the Corporate Governance Code). Shareholders who have the right to submit lists are also invited to review (i) the policy on diversity in the composition of the Board of Directors (Annex A to the Board of Directors Regulation), (ii) the quantitative and qualitative criteria for verifying the independence requirements of Directors pursuant to Recommendation No. 7, first sentence, letters c) and d), of Article 2 of the Corporate Governance Code (Annex B to the Board of Directors Regulation), and (iii) the guidelines on the maximum number of offices that may be held by the Directors of Autogrill (Annex C to the Board of Directors Regulation).

It should also be noted that the National Commission for Companies and the Stock Exchange ("**Consob**") recommends that Shareholders who submit a "minority list" also file a declaration certifying "*the absence of connections, including indirect ones, as referred to in article 147-ter, third paragraph, of the Consolidated Law on Finance and in article 144-quinquies of the Issuers' Regulations, with the shareholders who hold, even jointly, a controlling or relative majority interest, where identifiable on the basis of the communications of significant shareholdings pursuant to article 120 of the Consolidated Law on Finance or the publication of shareholders' agreements pursuant to article 122 of the same Decree*", specifying any existing relationships with such controlling or relative majority shareholders.



COURTESY TRANSLATION

Lists that present a total number of candidates equal to or greater than three must be composed of candidates belonging to both genders, to an extent that complies with the laws and regulations on gender balance applicable from time to time.

Lists that are not compliant with the above-mentioned provisions will be considered as not submitted.

In light of the fact that participation in the Shareholders' Meeting and the exercise of voting rights may only take place through the Designated Representative and in consideration of the need for the resolution proposals to be known to the generality of those entitled to participate in the Shareholders' Meeting and to exercise their voting rights in time to provide voting instructions to the Designated Representative, without prejudice to the provisions of article 126-*bis* of the Consolidated Law on Finance, the Company invites:

- ✓ shareholders who submit a list of candidates for the office of member of the Board of Directors, concurrently with the filing of the lists; and
- ✓ any person entitled to vote,

to formulate resolution proposals, pursuant to article 126-*bis*, paragraph 1, second-last period, of the Consolidated Law on Finance, regarding the number of members of the Board of Directors, the term of office and the remuneration to be paid.

Those who hold the right to vote pursuant to article 126-*bis*, paragraph 1, second-last period, of the Consolidated Law on Finance, may formulate such proposals in the manner and within the terms set out under point 5 above.

The regularly submitted lists will be made available to the public at the registered and secondary offices of the Company, at the authorized storage mechanism 1Info (www.1info.it), as well as on the Company's website www.autogrill.com, by 29 March 2023.

7. REPORT ON REMUNERATION POLICY AND COMPENSATION

Please note that, pursuant to article 123-*ter*, paragraphs 3-*bis* and 6, of the Consolidated Law on Finance and article 11 of the By-laws, the Shareholders' Meeting convened for the approval of the financial statements is also called to resolve upon the approval of the first section of the Report on Remuneration Policy and Compensation (Remuneration Policy 2023) and to express a non-binding vote on the second section of the Report on Remuneration Policy and Compensation (Compensation for the 2022 financial year).

8. PROXY VOTING

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



COURTESY TRANSLATION

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, 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 17 April 2023. 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, 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 Designated 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 18 April 2023).

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 14-18-29, or by email at ufficiomi@computershare.it.

9. DOCUMENTATION

The report of the Board of Directors on the first, second and third items on the agenda is made available to the public, as at the date hereof, at the authorized storage mechanism 1Info (www.1info.it), the registered office and the secondary office, as well as on the Company's website www.autogrill.com, Governance – Shareholders' Meeting section. The remaining documentation, namely (i) the report of the Board of Directors on the remaining items on the agenda; (ii) the annual financial report, the reports of the Board of Statutory Auditors and the Independent Auditors and the documents attached thereto, as well as the annual corporate governance and ownership



COURTESY TRANSLATION

structure report; and (iii) the report on the remuneration policy and compensation paid, pursuant to article 123-ter of the Consolidated Law on Finance will be made available to the public within the terms provided by applicable laws and regulations.

The summary statement required by article 2429, paragraph four, of the Italian Civil Code, as well as the summary statement of the essential data of the latest financial statements of associated companies required by article 2429, paragraph three, of the Italian Civil Code, will also be made available to the public within the terms provided by applicable laws and regulations and will be made available at the registered office and secondary office of the Company and it will be possible to obtain a copy thereof.

Milan, 9 March 2023

for the Board of Directors

The Chairman

Bruno Chiomento