



**AUTOGRILL S.P.A.
CORPORATE GOVERNANCE REPORT 2008**

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01 Corporate Governance

01.01 Introduction

Autogrill is the world's leading provider of travel catering and retail services for people on the move.

Autogrill Group is the world's leading provider of travel catering and retail services and one of Italy's most internationalized companies. Autogrill S.p.a. (hereafter "Autogrill" or the "Company") is the parent of a complex business operating in 43 countries across five continents and has 67,000 employees¹. The corporate mission is to offer quality restaurant and retail services to people on the move with the aim of generating value for all stakeholders while showing due respect for cultural diversity and the natural environment. Extremely rapid growth has made it all the more necessary to evolve common rules of conduct and values to be shared by all Group staff: "loyalty, legality and fairness". These are explained in the Code of Ethics and are the three principles on which Autogrill bases all its relations and its operating performance, inside and outside the business. Accordingly, the Code of Ethics is adopted by all Group companies and distributed to all employees.

01.02 The Corporate Governance System

The Corporate Governance system is based on the principles of the Corporate Governance Code for Listed Companies and on international best practice.

Autogrill bases its Corporate Governance system on the principles laid down in the Corporate Governance Code for Listed Companies - promulgated by the Italian Listed Companies' Corporate Governance Committee - and, more generally, on international best practice applied according to the complexity of the Company's organization and business.

The board of directors of Autogrill S.p.a. adopted the Italian Listed Companies' Corporate Governance Code in the original 2001 version, and subsequently decided, in November and December 2006 and January and December 2007, to adopt the new version of the Italian Listed Companies' Corporate Governance Code, as proposed by the aforementioned Committee and published on 14 March 2006.

In Section 2 below, Autogrill's corporate governance system is described and the level of compliance with the principles and application criteria prescribed by the Corporate Governance Code is indicated.

01.03 Organization and Submission to Direction and Coordination

01.03.01 Corporate Organization

¹ The data in the profile are as of 31st December 2008.

Autogrill's corporate organization is the traditional one

Autogrill's corporate organization is the traditional one:

(i) General Meeting of the Shareholders; (ii) board of directors, which elects a chairman and a CEO; (iii) board of statutory auditors. Alongside these corporate bodies are the audit firm, the Manager charged with preparing the Company's financial reports, the Internal Control and Corporate Governance Committee, the Human Resources Committee, the Officer in charge of internal control and the Supervisory Body provided for by Legislative Decree 231/2001.

In accordance with §10 of the By-Laws, the board of directors is elected by list vote. Lists may be presented by shareholders representing a minimum of 1.5% of share capital or less if prescribed by laws or regulations. The lists are to be presented at least fifteen days prior to the 1st call date of the shareholders' meeting.

Two directors shall be elected from the minority list, the rest from the majority list.

As resolved at the shareholders' meeting held on 23 April 2008, each director is entitled to fixed annual compensation of euro 45,000 as well as a fee of € 600 for attendance at each Board and Shareholders' meeting. Members of the Internal Control Committee and Human Resources Committee are entitled to additional annual compensation of € 10,000 and €8,000 respectively, as well as € 600 for attendance at each meeting of such committees. The Company's annual accounts state the amount of compensation paid to each director.

Non-executive directors are not entitled to equity-based incentives or compensation based on the Company's or the Group's profits.

In accordance with §20 of the By-Laws, the board of statutory auditors is elected by list vote. The shareholders entitled to present lists and the term for presentation are as prescribed for the election of the board of directors. One standing auditor, who is appointed chairman of the board of statutory auditors, and one reserve auditor are elected from the minority list, while the other two standing auditors and the other reserve auditor are elected from the list obtaining most votes.

As resolved at the shareholders' meeting held on 24 April 2006, each statutory auditor is entitled to the minimum compensation specified in the professional tables of the "*dottori commercialisti*" (qualified accountants' register). The Company's annual accounts state the amount of compensation paid to each statutory auditor.

01.03.02 Submission to Direction and Coordination

On 27 April 2004 the board of directors judged that the necessary conditions of submission by the Company to direction or coordination by the controlling entity, Edizione Holding S.p.a., under §2497bis, Italian Civil Code did not subsist. Subsequently on 18 January 2007 following the transfer by Edizione Holding S.p.a. of its entire stake in Autogrill S.p.a. to Schematrentaquattro S.r.l., wholly owned by Edizione Holding S.p.a., the board of directors judged that the necessary conditions of submission by the Company to direction or coordination by the controlling entity, Schematrentaquattro S.r.l., under §2497bis Italian Civil Code, still did not subsist.

As of 1 January 2009, Edizione Holding S.p.A. was merged into Ragione di Gilberto Benetton & C. S.a.p.A., which thereupon modified its legal form and company name to Edizione S.r.l.

01.03.03 Operational Organization

The operational organization reflects the multinational character of the Group

The operational organization reflects the multinational character of the Group. Group staff and line functions report to the CEO. The business units are generally organized by geographical area and control all operations while carrying on continuous dialogue with the corporate structure and local entities. The HMSHost subsidiary, which is based in Bethesda (Maryland - USA), manages all business in North America and the Pacific area. In Europe, business is directed by local entities and co-ordinated by a European management unit, except in the case of Italy.

To develop business in European airports a specific operational platform - HMSHost Europe - was set up and currently operates across the territorial business areas. Development of Asia is under the control of HMSHost Asia and Aldeasa and Alpha in the retail business. Retail operations in the UK and Ireland are managed by World Duty Free and those in Spain and all other countries except Italy by Aldeasa.

01.04 Ownership Structure and Financial Instruments

The share capital amounts to € 132,288,000 and is divided into 254,400,000 ordinary shares, par value € 0.52.

At 31 December 2008, the share capital of Autogrill S.p.a. was € 132,288,000 fully paid in, and was divided into 254,400,000 ordinary shares with a par value of € 0.52 each.

On the basis of available information and notifications received pursuant to the regulations for listed companies, the Company's shareholders with over 2% of the share capital as at 12th March 2009 were: Edizioni S.r.l. with 59.332% (of which 59.283% through Schematrentaquattro S.r.l with voting rights and 0.049% through Autogrill S.p.A. without voting rights), Gruppo Assicurazioni Generali S.p.a. with 6.0867% and Templeton Global Advisors Limited with 2.024%. No significant changes to the shareholders occurred in 2008.

All ordinary shares have the same unrestricted rights and are freely transferable. No other financial instruments, warrants or stock option plans were issued and no shareholders' agreements were notified to the Company. The board of directors was not authorized by the shareholders' meeting to issue shares or other financial instruments, even though this is possible under the by-laws. The shareholders' meeting held on 23 April 2008, however, authorized a buyback of own shares up to a maximum of 12,720,000 shares (5% of the share capital). Such authorization is valid for eighteen months from 23 April 2008. Trades are required to be made in regulated markets as prescribed by applicable regulations and must be closed at prices within the stock exchange price range of the preceding day. At 31 December 2008, the board of directors held 125,141 treasury shares (around 0.049% of the share capital).

On 22 December 2008, a bond issue convertible into Autogrill shares (residual nominal value Euro 47,680,000.00) issued by the subsidiary Autogrill Finance S.A. on 15 June 1999 and originally planned to mature 16 June 2014, was fully extinguished.

01.05 Significant agreements that take effect, are modified or are extinguished in the case of a change in the control of Autogrill

As a sub-concessionaire, Autogrill is party to numerous motorway service area f&b concessions which forbid changes in the control of the sub-concessionaire ("entry of new controlling shareholders in the sub-concessionaire's ownership structure") without prior authorization of the sub-concession granting

motorway company. Such authorization may only be denied, however, if the change in control compromises the technical, management, commercial or economic provisions in the concession agreements.

Autogrill is also party to loan contracts with banks (amounting to euro 2 billion overall) which provide, as is customary in such contracts, for the bank's power to extinguish loans and the borrower's obligation to repay in advance all funds drawn down in the event of a change in the control of the financed company.

For the purposes of such contracts, "change of control" is when the current principal shareholders directly or indirectly fall below 25% of Autogrill shares with voting rights or cease to have a relative majority of Autogrill shares with voting rights.

Further, Autogrill is the guarantor of the bonds issued by Autogrill Group Inc., its wholly owned subsidiary, under debenture loans totalling \$520 million, which provide in the event of a change in control of Autogrill that each bond holder is entitled to receive advance repayment of its bonds. For the purposes of such debenture loans, "change of control" is when one or more subjects acting together, other than Autogrill's majority shareholders, control or hold more than 50% of Autogrill shares with voting rights.

02 Code of Ethics

Autogrill has had a Code of Ethics since 2002

Meeting of 6 November 2002, the board of directors approved Autogrill Group's Code of Ethics (hereafter the "Code of Ethics"), which was subsequently modified on 12 November 2003. It details the principles and values underlying the conduct required of all members of the organization.

The Code of Ethics was introduced gradually, and where necessary adapted, by all Group entities. It indicates goals and values for the main stakeholders with which Group companies interact.

The principles contained in the Code of Ethics are an addition to the general duties of legality, loyalty, fairness and exact performance of employment contracts.

Observance of the rules of the Code of Ethics is a duty deriving from the employer-employee relationship, with consequential contractual and legal implications.

To ensure effectiveness and its obligatory nature, the Code was published on the Company's website (www.autogrill.com) and on company notice-boards; it is also given to all new recruits and collaborators starting from the selection process and distributed to all parties with a relationship with the Group. Once a year, the Internal Audit function monitors awareness and distribution of the Code of Ethics and when necessary recommends appropriate awareness raising action on the part of the responsible parties.

03 Sustainability Report

Autogrill also dialogues with its stakeholders through its Sustainability Report

Early in 2009, the Company published its 2008 Sustainability Report (hereafter the "Report"), which was certified by the auditing firm KPMG S.p.a. The Report aims to facilitate systematic dialogue with

stakeholders on corporate social responsibility and sustainable development, and to share and spread a sustainability culture throughout the enterprise.

In developing its sustainability policy, Autogrill has decided to discontinue publication of the hardcopy version and transfer its content to the hardcopy version downloadable from the Company's website (www.autogrill.com) and to an interactive version accessible from the same site.

04 Organization, Management and Control Model Pursuant to Legislative Decree 231/2001

On 9 July 2003, the board of directors approved and adopted the Organization, Management and Control Model (hereafter the "Model") and appointed the Supervisory Body (the "O.D.V.") pursuant to Legislative Decree 231/2001. This legislation introduced the discipline of corporate liability into Autogrill's regulatory structure. Companies are considered liable in respect of certain offences committed or attempted by directors or staff in the interests or to the benefit of the company itself. This liability is precluded provided that the company has adopted organizational, managerial and control models to prevent such offences being committed and has set up the prescribed supervisory body to monitor the functioning of and compliance with the Model.

Autogrill adopted the organization model and appointed a Supervisory Body in 2003

As required by the law as subsequently supplemented and amended, the Company took steps to map the activities for which each organizational structure was responsible, to identify the corporate functions involved in activity most exposed to the risks detailed in Legislative Decree 231, 6 June 2001, and to set up a corporate archive of 'sensitive' activities. For each sensitive activity identified a risk assessment schedule was prepared containing:

- (i) details of the types of offence contemplated by the law and the main ways in which they may be committed;
- (ii) details of the system of preventive measures;
- (iii) an assessment of the adequacy of such measures.

The Model includes policies and measures designed to ensure that business is conducted legally and to identify and eliminate situations at risk, and also to penalize failure to observe its prescriptions.

A periodic check leading to changes to the Model is envisaged when there is evidence of risk, including potential risk, that its prescriptions might not be observed as a result of changes made to the organization or its business or to the relevant legislation or regulations.

The O.D.V. comprises an economics and finance expert, the director of Group Organization Development and the Head of Internal Auditing.

Currently the O.D.V. comprises an economics and finance expert, Marco Desiderato, the director of Group Organization Development, Alessandro Preda, and the Head of Group Internal Auditing, Silvio de Girolamo.

In 2008 and at the beginning of 2009, following the introduction of legislative decree 81/08 (Consolidated workplace health and safety Acts), risk analysis regarding the offences of accidental killing and serious and very serious accidental injury continued under the O.D.V.'s direction in order to update the Special Part of the Model entitled "Offences against Workplace Health and Safety", which was then written into the Model following a resolution by the board of directors on 20 February 2009.

Over the year, risk analysis was carried out on areas deemed sensitive in respect of the offences of handling stolen goods, money laundering and use of goods of illicit origin (art 25-*octies*, del D.Lgs. 231/2001) for the purpose of including them in the Special Part of the Model.

A project was undertaken to implement or update the Model for Autogrill S.p.A's subsidiaries in Italy. The Model will be adopted or updated subject to approval by the Boards of each subsidiary during 2009 and Supervisory Bodies will be appointed.

The board of directors of Autogrill S.p.A drew up and approved a project entitled "Guidelines on the administrative liability of subsidiaries in Europe", a document that analyzes current legislation on corporate liability in various countries in order to help Autogrill Group's European subsidiaries draft their own organization models.

Staff training also continued with special reference to the activities deemed sensitive by the Organization Model. The Internal Audit function carried out its customary direct audits to check that conduct of business and company processes comply with the Model.

The O.D.V. met five times in 2008.

The O.D.V. met five times in 2008 and reported to the board of directors and the statutory auditors half-yearly on the level of implementation of and compliance with the Model.

The Governance System

01 Adherence to the new Corporate Governance Code

Autogrill adheres to the Corporate Governance Code.

Autogrill S.p.a. adheres to the Corporate Governance Code.

The Company reports annually on its corporate governance system and observance of the Corporate Governance Code by drawing up its corporate governance report (hereafter the "Report"), which shows to what extent the principles and criteria to be applied under the Corporate Governance Code and international best practice have been complied with.

The Report is given to shareholders with the AGM papers and sent to the market management company (Borsa Italiana S.p.A.), which holds it available for the general public; it is also posted on the Company's website (www.autogrill.com) within due time.

In the Company's Annual and First-Half Reports a chapter is devoted to a concise description of the corporate governance system and recommendations applied.

02 Role of the board of directors

The activity of the board of directors is based on principles of correct corporate and business management and on the Corporate Governance Code and Code of Ethics.

The activity of the board of directors and the Company – including relations with other Group companies – is based on principles of correct corporate and business management and on the provisions of the Corporate Governance Code and the Code of Ethics.

The board of directors' role is to direct and control the conduct of the Company's business and make decisions necessary for or useful to the achievement of the corporate purpose.

In addition to the powers that cannot be delegated by law or under the by-laws, the board of directors has the following exclusive powers:

01. review of strategic, industrial and financial plans drawn up by the Company and Group;
02. review of the budgets and investment plans of the Company and Group;
03. review and prior authorization of significant transactions in terms of strategy, income, finance or capital adequacy to be carried out by the Company, with special reference to situations in which any director has an interest on her/his own or others' behalf and to related-party transactions.

The Board's role is to direct and control the conduct of the Company's business

Specifically:

01. investments, acquisitions, disposals, disinvestment of equity interests in companies or lines of business, formation of joint-ventures and bidding under tenders for f&b and retail concessions with a value in excess of € 3,000,000;
02. medium/long-term loan transactions with banks;
03. issue of guarantees and security in amounts in excess of € 3 000,000;
04. prior review of all transactions under bullet point (3) of the section above concerning Group companies;
05. definition of basic rules of corporate governance for the Parent Company and guidelines for the corporate governance of subsidiaries.
06. assessment of the adequacy of the organizational, administrative and general accounting structure of the Parent Company and its main subsidiaries as put in place by the CEO;
07. periodical checking of the adequacy and effectiveness of the system of internal controls to ensure that the main corporate risks are identified, measured, managed and monitored appropriately;
08. appointment and termination, under §18 of the by-laws, of the Manager charged with preparing the Company's financial reports as required by §154bis, T.U.F.;
09. appointment and termination of the person(s) responsible for internal control pursuant to §8 of the Corporate Governance Code;
10. setting up the Supervisory Body required by Legislative Decree 231/01;
11. conferring and revoking of delegated functions and powers of the directors and the executive Committee, if any, determining the limits, the procedure and the frequency – at least quarterly – under which the delegated parties or bodies are required to report to the board of directors and the board of statutory auditors on their activity and the manner in which their authority and powers have been exercised;
12. having considered the proposals of the Remuneration Committee and consulted the board of statutory auditors: fixing the compensation and rewards of the CEO, the Deputy Chairman, if appointed, and other directors with particular responsibilities, and, if necessary, dividing up collective compensation due to individual directors and Committee members pursuant to specific resolutions;

13. reviewing the compensation criteria for senior managers and long-term or annual incentive plans for managers of the Parent Company and the Group as proposed by the CEO and the Remuneration Committee;
14. assessment of general business performance, specifically on the basis of information received from the CEO and the executive Committee, if any, by regularly comparing the results achieved against forecast;
15. reviewing, evaluating and approving period-end accounts as required by current legislation.

On 17 December 2008, the board of directors reviewed and assessed the adequacy of the organizational, administrative and accounting structure of the Company and the Group as extensively documented by the CEO, and on 20 February 2009 reviewed and assessed the internal control system, and concluded that they were adequate for the needs and size of the Company and the Group. On 21 January 2009, the board of directors approved expenses budgets for 2009 for the Human Resources Committee, the Internal Control and Corporate Governance Committee and the Supervisory Body, as proposed by the respective committee chairmen.

In 2008, meetings of the board of directors lasted around three hours on average.

02.01 Composition of the board of directors

The board of directors is made up of one executive and 11 non-executive directors

Under the by-laws the board of directors shall be made up of one or more executive directors (i.e., the CEO and the chairman when granted executive authority, as well as the directors that have management functions in the Company) and non-executive directors.

The current board of directors will remain in office until after approval of the 2010 Accounts and was elected by the shareholders' meeting held on 23 April 2008, by list vote, pursuant to §10 of the by-laws.

One list was presented, by the majority shareholder Schematrentaquattro S.r.l., which on the date of the shareholders' meeting held 58.717% of the share capital.

It consists of 12 members of whom one is an executive director - Gianmario Tondato Da Ruos, CEO - and 11 are non-executive: Gilberto Benetton (Chairman), Alessandro Benetton, Giorgio Brunetti, Antonio Bulgheroni, Arnaldo Camuffo, Claudio Costamagna, Francesco Giavazzi, Javier Gómez-Navarro, Alfredo Malguzzi, Gianni Mion and Paolo Roverato.

The curriculum vitae of each candidate for election to the Board, together with an indication of her/his suitability to be an independent director is at the disposal of shareholders at the registered office 15 days prior to the date of the shareholders' meeting called to elect directors.

Attached to this Report are tables showing the number of appointments held by each director in other companies listed on regulated markets (including those outside Italy), or in finance companies, banks, insurance companies or large concerns, and tables detailing the offices held and the names of the companies.

Also attached are similar tables indicating the number of appointments held by each statutory auditor in other companies, together with the auditor's CV.

On 12 December 2007 the board of directors adopted, as proposed by the Internal Control and Corporate Governance Committee the following policy regarding the maximum number of appointments of the directors in other companies:

- a) an executive director shall not hold the office of:
 - i) executive director in another listed company or a finance company,² bank or insurance company, or any company with shareholders' equity in excess of € 10 billion;
 - ii) non-executive director or statutory auditor (or member of a supervisory board) in more than three of the above companies;
- b) a non-executive director, in addition to the office held in the Company, shall not hold the office of:
 - (i) executive director in more than one of the above companies and non-executive director or statutory auditor (or member of a supervisory board) in more than three of the above companies,
 - (ii) non-executive director or statutory auditor in more than six of the above companies.

These limits shall not include offices held in companies belonging to Gruppo Ragione S.a.p.a. di Gilberto Benetton & C., of which Autogrill is a member.

In any case, before taking up the office of director or statutory auditor (or member of a supervisory board) in another company which is neither an associate nor a subsidiary of Autogrill, the executive director shall inform the board of directors, which shall preclude taking up the office where it notes incompatibility with the executive director's functions or the interests of Autogrill.

02.02 Annual Assessment

2009 Annual Assessment

As proposed by the independent directors, the board of directors decided to postpone the annual process of self-assessment by the Board due to the limited period the current directors have held office (since April 2008).

02.03 Independent directors

The presence of independent directors on the Board safeguards stakeholders.

The board of directors annually assesses the independence of each director, partly on the basis of information supplied by the directors themselves, and informs the market of its assessment. Independent directors serving on the Board and its Committees is an appropriate way of safeguarding the interests of all stakeholders. In this context, Section 3.C.1 of the Corporate Governance Code indicates certain non-compulsory criteria (regarding substance rather than form) which the Board may follow in assessing the independence of its non-executive directors.

On 12 December 2007, the board of directors, having examined the aforementioned section of the Corporate Governance Code and the advice of the Internal Control and Corporate Governance Committee, decided to adopt the independence criteria for the directors identified by the Corporate

² This does not include companies engaged principally in the financial activities contemplated in art. 113, legislative decree 385, 1st September 1993 (consolidated banking and credit acts) provided such business is not with the public.

Governance Code with the exception of Board membership of more than nine of the last twelve years. The same criteria were considered appropriate for the board of statutory auditors.³

At its meeting held on 23 April 2008, the board of directors collectively deemed that the following are independent directors on the basis of the requisites specified by the Corporate Governance Code and approved by the Board: Giorgio Brunetti, Antonio Bulgheroni, Arnaldo Camuffo, Claudio Costamagna, Francesco Giavazzi and Alfredo Malguzzi. The Board also determined that directors Antonio Bulgheroni, Arnaldo Camuffo, Claudio Costamagna and Francesco Gavazzi were independent under the combined provisions of art. 147-ter, clause 4, and e 148, clause 3, T.U.F.

The Board's resolution was submitted to the statutory auditors for the checks provided for in 3.C.5, Corporate Governance Code.

02.04 Lead independent director

The Board introduced the role of Lead Independent director in 2006.

Meeting on 12 May 2008, the Board appointed director Giorgio Brunetti Lead Independent director of the Company, with the functions prescribed by application principle 2.C.3. of the new Corporate Governance Code and international best practice, in addition to any functions that may subsequently be assigned by the board of directors.

On 6 November 2008, the independent directors met under the chairmanship of the lead independent director, who informed the board of directors, at its meeting held on the same day, of the most noteworthy conclusions they had reached.

02.05 Manager charged with preparing the Company's financial reports

The Company appointed its Chief Accounting Office as the new Manager charged with preparing the Company's financial reports in 2008.

Under §18 of the by-laws, the board of directors, acting on the CEO's proposal and having noted the non-binding opinion of the board of statutory auditors, appoints the Manager charged with preparing the Company's financial reports. This officer must have a university education and at least five years' experience in accounting, economics and finance, together with any further requisites laid down by the board of directors or the law or regulations. In addition to the aforementioned requisites, the board of directors determined that the Financial Reporting Officer should be subject to the provisions of eligibility and termination of office in §2382, Italian Civil Code.

On 27 August 2008, the board of directors, with the approval of the board of statutory auditors and the Internal Control and Corporate Governance Committee, appointed Mario Zanini (Chief Accounting Officer) as the Manager charged with preparing the Company's financial reports, as of 1 September 2008. The Manager charged with preparing the Company's financial reports was informed and vested

³ The decision adopted, on a proposal by the internal control and corporate governance committee, was motivated by the consideration that the independence of a director or statutory auditor should be assessed on the basis of such officers' independence of judgement with respect to operating officers and shareholders. In fact, if on one hand independence is considered potentially at risk in the case of so-called relationships of affiliation with the issuer company (eg. with majority shareholders, directors of the company controlling the issuer) or a director's economic dependency on the issuer, on the other hand a person's presence on the board for over nine years, provided the other requisites contemplated by the Corporate Governance Code are satisfied, should not always be considered as compromising a director's or statutory auditor's independence. On the contrary, consolidation of knowledge of the enterprise's specific problems should be positively appreciated, as it enhances a director's or statutory auditor's capacity to act effectively in the interests of all the stakeholders.

with powers enabling performance of such duties, also with reference to the provisions of the Rules disciplining the role of Manager charged with preparing the Company's financial reports approved by the Board on 18 March 2008. To carry out his/her tasks, the Manager charged with preparing the Company's financial reports has an annual budget of financial and human resources proposed by him/herself and approved by the board of directors.

02.06 Powers

The board of directors is a unitary and balanced body in which the delegated management powers entrusted to the CEO, Gianmario Tondato Da Ruos⁴, are balanced by the responsibilities of executive and non-executive directors in order to promote efficient discussion leading to decisions in line with the interests of the Company.

At every board meeting and at least quarterly, the CEO or other directors who have received special powers provide appropriate information to the Board and the board of statutory auditors on the manner in which these powers have been exercised.

02.07 The Chairman

The chairman is responsible for the functioning of the board of directors, co-ordination of its activities and provision of information to the directors

The chairman is vested with legal powers and those specified in the Company's by-laws and has no executive powers. He is responsible for the functioning of the board of directors, co-ordination of its activities and provision of information to the directors. The chairman may propose initiatives that he considers necessary for augmenting the directors' knowledge of the Company and its operations.

The chairman may – with the consent of the other directors – invite senior managers of the Company or of subsidiaries, or consultants, to attend meetings of the Board to describe certain specific transactions or technical and operational matters concerning the Company and the Group.

02.08 Meetings of the board of directors

The Board meets regularly: 12 times in 2008 and 11 times scheduled for 2009

Given the regularity with which its meetings are held (12 in 2008 and 11 scheduled for 2009), the board of directors of the Company is able to act in a timely and effective manner and its composition is

⁴ The Managing Director has general management powers, some of which are to be exercised within the following limits:

a) Investments: up to €3,000,000; b) Purchase and sale and trade-in of machinery, plant, equipment, materials, and motor vehicles: up to €3,100,000 per transaction; c) Consultancy, intellectual and professional services in general: up to €1,000,000 per fixed-term contract; d) Acquisitions and/or disposals of businesses or business units: up to €3,000,000, gross of all charges and liabilities; e) Leases and subleases of buildings and similar units of property, leasing or subleasing of businesses, provided that the minimum annual rent does not exceed €3,000,000; f) Purchase, sale or underwriting of shares, equity interests or consortium shares: amounts not in excess of €3,000,000 per transaction; g) Purchase and sale of buildings, pieces of land and other immovables: up to €3,000,000; h) Credit agreements or facilities in general, financings or credit mandates, including those contracted in the interest of subsidiaries: up to €3,100,000; i) Applications - including in the interest of subsidiaries – for bank or insurance guarantees, issuance of letters of guarantee and undertakings in general, letters of surety, letters of indemnity, avals or letters of patronage: up to €3,100,000 for each transaction; l) Nomination of arbitrators, including amicable negotiators: up to €1,000,000 per dispute, but without limit on the value where the Company is a defendant in arbitration proceedings.

Transactions exceeding these limits are submitted to the Board.

such that its decisions will always be taken in the best interests of the Company. In connection with certain matters, senior managers of the Company or the Group with specific know-how and responsibilities regarding questions under discussion are invited to attend all Board meetings.

On 30 January 2009, as required by the Rules of the Markets organised and managed by Borsa Italiana §2.6.2, ¶ 1(c), the Company notified Borsa Italiana of its annual calendar of corporate events for 2009.

03 Treatment of Corporate Information

The board of directors adopted a procedure for disclosing privileged information to the market in 2006.

On 15 March 2006, the board of directors adopted a Group procedure for transmitting to the market privileged information pursuant to Law 62/2005 ("Community Law 2004") on market abuse.

The aim of this procedure is to govern internal management and external communication of privileged information not yet in the public domain concerning Autogrill or its subsidiaries, Autogrill stock or any other financial instruments issued by Autogrill which, if made public, might materially affect its share price.

To ensure equal information for all investors, privileged information is transmitted to the market as soon as it reaches a reasonable degree of certainty.

The Company has also set up a register containing the names of all individuals or legal entities who on account of the activities or functions they perform for Autogrill or its subsidiaries have or may have access, regularly or occasionally, to privileged information.

On inclusion in the register each person is required to sign an undertaking in which they declare that they are aware of their obligations and of the criminal or administrative sanctions with which the crimes of "abuse of privileged information" and "market manipulation" are punished.

The Head of Group Corporate Affairs, Italy and Europe, is responsible for keeping and updating this register.

The Company also constantly applies the principles contained in Borsa Italiana S.p.A.'s Guide to Market Information, which supplement existing provisions of law and regulations.

04 Appointment and Functioning of Board Committees

04.01 Internal Control and Corporate Governance Committee

Since 2002, the Company has had an Internal Control Committee, comprising non-executive independent directors, with consulting and propositional functions.

Since 24 April 2002, the Company has had an Internal Control Committee, whose members are non-executive, independent directors, with consulting and propositional functions. Its task is to analyze problems and make decisions regarding the control of corporate operations.

On 19 December 2006, the board of directors invested the Internal Control Committee with propositional and consultative functions in relation to the adoption of corporate governance rules by the Company and the Group. At the same meeting the committee was renamed Internal Control and Corporate Governance Committee.

On 23 April 2008, the Board appointed the following non-executive directors to the Internal Control and Corporate Governance Committee: Giorgio Brunetti (independent director), Alfredo Malguzzi

(independent director) and Paolo Roverato; and appointed Giorgio Brunetti as its chair. Giorgio Brunetti, Alfredo Malguzzi and Paolo Roverato have appropriate experience in accounting and finance as is also shown in the CVs included in this Report.

In 2007, the board of directors updated the Committee's regulations, which contain rules for its appointment, composition and functioning.

On 18 January 2007, the board of directors up-dated the Committee's regulations, which contain rules for the appointment, composition and functioning of the Committee, incorporating the indications of the Corporate Governance Code. The regulations are available on the Company's website (www.autogrill.com).

The Committee's mandate is to assist the board of directors with consultation and proposals, and specifically to:

- a) formulate internal control system guidelines, such that the main corporate risks are identified, measured, managed and monitored appropriately to determine whether such risks are compatible with sound and correct management;
- b) nominate an executive director charged with supervising the internal control system;
- c) describe the essential features of the internal control system in its Corporate Governance Report and assess its overall adequacy, effectiveness and actual workings.
- d) ensure that the corporate governance rules are adopted in the Company and the Group.

The Internal Control and Corporate Governance Committee shall also:

- a) on request by the board of directors, express an opinion on the appointment or removal of one or more persons responsible for internal auditing and determine their compensation in line with Company policy, procedure and capacities;
- b) on request by the executive director appointed for the purpose, give its opinion on aspects of the identification of the main corporate risks and the planning, performance and management of the internal control system;
- c) assess the adequacy of the accounting principles in use and their uniformity for the purposes of the preparation of the consolidated accounts; this is done together with the Manager charged with drafting the Company's financial reports and the audit firm and after consulting the statutory auditors;
- d) oversee the effectiveness of the external auditing process.
- e) review the work plan prepared by the Head of Internal Auditing and the latter's quarterly (or more frequent) reports on the auditing performed;
- f) review the negative findings noted in internal audit reports, or signalled by the board of statutory auditors or individual members thereof, or contained in the audit firm's reports or management letter.
- g) evaluate auditing firms' bids in relation to the appointment by the Board and the shareholders' meeting of an external auditor, and oversee the external auditor's work; assess the audit plan prepared for the external audit, the results disclosed in the recommendation letter and in general the external auditor's performance, *inter alia* in terms of independence of judgment.
- h) review requests to use the appointed audit firm for non-auditing services that are allowed and approve the procedure for applying for prior authorization;

i) carry out any further tasks assigned to it by the board of directors, with special reference to relations with the audit firm;

j) report to the board of directors, at least half-yearly, on the occasion of the approval of the annual Accounts and half-yearly Report, on the activity undertaken and the adequacy of the internal control system.

In 2008, the Internal Control and Corporate Governance Committee met eight times.

In 2008, the Internal Control and Corporate Governance Committee met eight times, had proper access to the corporate information it required and chiefly examined:

- the method used to draw up the 2009 Audit Plan on the basis of a risk analysis of all Group activities;
- the reports drafted by Internal Auditing in 2008;
- the correctness of the accounting principles, in agreement with the Head of Group Administration, Finance and Tax Affairs, the board of statutory auditors and the audit firm;
- the annual report on the functioning of the internal control system and the report on the organizational, administrative and accounting structures;
- the draft version of this Report;
- the updated version of the Internal Audit guidelines.

All meetings are minuted. Committee meetings are attended by the Head of Group Internal Audit and, at the Chairman's invitation, the Group's senior managers are involved in discussions of specific topics. The chairman of the board of statutory auditors also takes part and, on special occasions, the full board of statutory auditors.

04.02 Appointment of directors

The board of directors has seen as yet no reason – not least in light of the Corporate Governance Code principle 6.P.2 – to set up a directors appointment committee. It has never been difficult for the shareholders to suggest candidates for election nor has the Board itself ever had difficulty co-opting directors pursuant to §2386, Italian Civil Code and §10 of the Company by-laws.

04.03 Human Resources Committee

The Company has had a Remuneration Committee since 2001; in 2008 it was renamed the Human Resources Committee and is made up of non-executive and mostly independent directors.

Since 15 May 2001, the Company has had a Remuneration Committee to better align the top management's compensation system with the creation of value for the Company. On 23 April 2008, the board of directors decided to extend the Remuneration Committee's tasks to the areas of organizational and human resources development and the definition of guidelines for the appointment of officers in the major subsidiaries. It changed the name of the committee, accordingly, to Human Resources Committee and adopted new internal rules disciplining its composition, activities and functioning.

The Human Resources Committee is charged with proposing the Chairman's compensation and that of the CEO and directors with special responsibilities to the Board. The Committee makes proposals to the Board regarding cash or stock option incentive plans for the aforementioned directors. It assesses

the CEO's proposals to submit to the Board regarding (a) determination of criteria for the remuneration of the Company's and Group's top management, (b) any cash or stock option incentive plans for Company or Group employees, (c) criteria determining the composition of boards of directors of strategically important subsidiaries, and (d) policies determining the strategic development of human resources.

The Committee also assesses long-term and annual cash incentive plans tied to the achievement of specific objectives and monitors application of the board of directors' decisions.

To assess the remuneration systems' alignment with the market, the Committee examines, as suggested by the CEO, the criteria for remuneration and long-term and annual cash incentive plans for Company and Group managements, which are subsequently submitted for approval by the board of directors.

The Human Resources Committee met six times in 2008

In line with the recommendations of the Corporate Governance Code, the Committee is made up of non-executive directors of which the majority are independent. Its current members, appointed by the board of directors on 23 April 2008, are the non-executive directors Alfredo Malguzzi (independent director and Committee Chairman), Gianni Mion and independent directors Antonio Bulgheroni, Arnaldo Camuffo and Claudio Costamagna.

In 2008, the Committee met six times to review and propose to board of directors, which approved on all occasions, (i) the management incentive system for 2008 reserved for Group management, including the CEO, and tied to achievement of economic/financial targets and role-related objectives for individual manager; (ii) review, following the acquisitions of Alpha Group and World Duty Free Europe and attainment of 100% control of Aldeasa, of one of the objective parameters for measuring performance (Net Profits for the Group) provided for in said management incentive system, also with reference to the CEO's remuneration; (iii) updating, for the same reasons as in ii) above, of the objectives of the 2007-2009 cash incentive plan (Long Term Incentive Plan - LTIP), also with reference to the CEO's remuneration; (iv) confirmation of the compensation and rewards of the CEO, the salient details of which can be found in the relevant section of the notes to the 2008 financial statements; (v) inclusion of additional Group managers in the 2007-2009 Long Term Incentive Plan (LTIP).

The aforesaid 2007-2009 Long Term Incentive Plan, the main details of which were posted on the Company's website pursuant to art. 84 *bis*, Issuer's Regulations, contemplates the following goals as objective parameters: encouraging the top management to increase the economic worth of their employer company or Autogrill Group in the medium/long-term by targeting improvements in the Company's economic and financial performance and share price; promoting and spreading the culture of creation of value in all strategic and operating decisions; safeguarding the market competitiveness of remuneration in the medium/long-term; retaining the loyalty of the management and incentivizing senior managers to stay in Autogrill Group. The Committee is also consulted on matters of organization and human resources. In 2008, it was involved in and updated on projects to integrate recently acquired businesses, re-organization plans and personnel development initiatives.

The Committee is assisted in its deliberations by the advice of the Head of HR and expert advisors on technical matters. The meetings of the Human Resources Committee and its decisions are duly minuted.

05 Internal Control System

The internal control system is a system of rules, procedures and organizational structures designed to identify, measure, manage and monitor risks.

The internal control system used by Autogrill is the sum of the rules, procedures and organizational structures designed to promote – by means of an appropriate system of identification, measurement, management and monitoring of the main risks – company management that is sound, correct and in line with objectives.

The system works through:

- identification of the corporate governance rules with which all staff's everyday conduct must comply;
- creation and adoption of a continuous control system by management through operating procedures and advanced planning and control systems;
- drawing up a scheme of delegated powers, functions and signing powers capable of promoting conduct in line with the organizational structure.

05.01 Rules

As laid down in its Code of Ethics, Autogrill takes measures aimed at developing the principle of responsibility vested in all controllers and setting up a control system appropriate to its business, wherever it operates.

Autogrill takes steps to promulgate throughout the Group and at all levels the idea that a proper internal control system is an indispensable condition for the attainment of its business objectives.

The Organizational and Management Model pursuant to Legislative Decree 231/2001 is one of Autogrill's chief internal control tools, not only in order to comply with said legislation but because it has become a concrete point of reference for business managers and their business, above and beyond purely legal requirements.

Following the changes in the law introduced by Law 262 (28 December 2005) and subsequent amendments, Autogrill decided to further strengthen its internal control system to safeguard the link between organizational aspects and their recognition in the accounts. In 2008, the administrative and accounting procedures drawn up in 2007 to maintain suitably effective internal control over financial reporting were updated. Testing activities continued to verify the actual working of the system.

Internal Auditing Guidelines have been distributed throughout the Autogrill Group with the aim of identifying operating procedures in accordance with standards embodying international best practice, in particular in order to standardize risk analysis undertaken to focus internal auditing on those areas and processes of greatest risk.

Additionally, to support Internal Auditing and facilitate the monitoring of the corrective action to be taken, a specific database known as ADAMS (Autogrill Data Audit Management System) was set up.

In 2008, the Guidelines were introduced in the recently acquired subsidiary World Duty Free Europe and Aldeasa, of which a further 49.95% was acquired in 2008 to bring Autogrill's interest in the Spanish company to 99.9%.

05.02 Procedures

Autogrill has developed Group-wide procedures to ensure governance and control of the main decision-making processes and compliance with specific regulations, in subsidiaries as well as the Parent. The main procedures – in addition to those mentioned in this Report and published in the Company’s website (www.autogrill.com) – regard investments, financial policy, financial risk hedging and the financial reporting package.

05.03 Organization of the Internal Control System and Responsibility

The organization of Autogrill’s internal control system is based on the Corporate Governance Code.

Responsibility for assessing the internal control system rests with the board of directors.

The Board periodically checks the effectiveness of the internal control system with the assistance of the Internal Control and Corporate Governance Committee and Internal Audit.

The CEO – pursuant to a resolution of the Board taken at its meeting held on 18 January 2007 and the Corporate Governance Code application principle 8.C.5 – is also tasked with overseeing the workings of the internal control system.

05.04 Person responsible for Internal Control

On the proposal of the CEO and with the favourable opinion of the Internal Control and Corporate Governance Committee, the board meeting held on 12 December 2007 appointed Silvio de Girolamo, Head of Group Internal Auditing and CSR as Person responsible for Internal Control. This position reports to the (CEO) and has no operational responsibilities; the Person responsible for Internal Control carries out the tasks specified in the Corporate Governance Code, reporting on them to the Internal Control and Corporate Governance Committee and to the board of Statutory Auditors. The Person responsible for Internal Control carries out tasks requested by the Manager charged with preparing the Company’s financial reports. The board of directors asked the managing director (CEO), having consulted the appropriate Committees, to set the compensation of the Person responsible for Internal Control in line with company compensation policies.

05.05 The Internal Control System

The internal control system works through:

- “primary line controls” of Company processes by each unit and Group company; the responsibility for these controls lies with management and is an integral part of each process;
- the Internal Audit Department, identified in the Person responsible for Internal Control, who is Head of Internal Audit, which analyses risk across all the operations and processes mapped within each Group company and monitors primary line controls:
- by means of specific audits;
- by following up corrective action recommended during an audit to improve the internal control system.

Within the Company's internal control system there are staff functions charged with monitoring the factors that are useful to ensure continuous information on economic and market trends and events in order to be able to manage potential risk and intercept opportunities.

The area of reference is everywhere the Group operates, with special focus on emerging markets.

The results of all internal audits are promptly brought to the attention of the managing director (CEO), senior management and, at least on a quarterly basis, the Internal Control and Corporate Governance Committee and the board of statutory auditors, who are required by §149, T.U.F., to monitor the adequacy of the internal control system.

06 Directors' Interests and Related-Party Transactions

The board of directors approved the related-party transaction procedure in 2006.

The board of directors, at its meeting on 24 January 2006, approved the related-party transaction procedure, which governs both related-party transactions conducted in the normal run of business by the Parent Company which do not evince critical issues (usual transactions) and those outside the normal business of the Parent Company (material transactions or material and large transactions).

The board of directors is properly informed at each meeting of all related-party transactions, including those carried out within delegated powers. Related-party transactions carried out by the Company (as defined in IAS 24, transposed into our regulations by CONSOB's 2005 resolution 14990) and inter-company transactions are settled at arm's length, i.e., on terms that would have applied between two independent counterparties complying with principles of substantive and procedural correctness.

Usual transactions, including inter-company transactions, are reported to the Autogrill Board for information purposes.

Material transactions or material and large transactions are submitted to the board of directors for prior assessment.

When the Board is in the process of adopting a resolution, any director with an interest in the transaction (including potential and indirect interests) promptly informs the Board and leaves the meeting when the resolution is taken, unless this impairs the quorum, in which case the director concerned will not speak to the resolution and will abstain from voting.

Where the nature, the amount or other characteristics of a related-party transaction require it, in order to prevent the transaction being concluded under terms and conditions different from those that would have been agreed between unrelated parties, the Board may call in independent experts to express a technical, financial or legal opinion; different experts may be used for the parties in the more significant cases.

Material and large transactions – i.e., those that might have a significant impact on Company assets or the completeness and accuracy of information relating to Autogrill including accounts data – shall, once approved by the board of directors, be made public by means of an information memorandum or press release.

Related-party transactions are disclosed in a specific section of the Report on Operations included in the annual report and accounts.

As of the time of writing there have been no related-party transactions – including transactions carried out through subsidiaries – which by reason of purpose, price, methods used or time-scale would be included among those requiring to be notified to the market pursuant to §71bis, Consob Regulation.

It should also be noted that the contractual relationships connected with the award of catering and retail concessions along motorways managed by companies controlled by Atlantia S.p.A. are conducted according to competitive and transparent procedures managed by an independent advisor as required by the Italian anti-trust authority (Autorità Garante della Concorrenza e del Mercato).

Atlantia S.p.A. and Autogrill S.p.A. are both indirectly controlled by Edizione S.r.l.

The shareholders' meeting did not pass general and prior authorization for exceptions or waivers in respect of the prohibition of competition by the directors, pursuant to §2390, Italian Civil Code. To date, the situations foreseen by this legal provision have never occurred.

07 Internal Dealing Procedure

The board of directors adopted an Internal Dealing Procedure in 2006.

On 15 March 2006, the board of directors adopted an Internal Dealing Procedure in compliance with Law 62/05 (the "2004 Community Law"), which replaces the Internal Dealing Code originally adopted on 6 November 2002 and subsequently amended.

The relevant persons are the directors and statutory auditors, their close family members and the controlling entity of Autogrill.

Under this new procedure the relevant persons definition has been narrowed to include only the directors and statutory auditors of Autogrill, their close family members and the controlling entity of Autogrill, who are obliged to notify the market of any transactions they carry out involving the Company's shares and any other financial instruments it has issued. The transaction amount below which notification is not required has been lowered to € 5,000. Relevant Persons may make the prescribed notification either direct or through the Company. Relevant persons are prohibited from trading the Company's financial instruments in certain periods of the year leading up to approval of Accounts for the period.

The person designated to receive, manage and distribute the information required under the Procedure is the Head of Corporate Affairs, Italy and Europe.

08 Statutory auditors

One standing and one alternate member of the board of statutory auditors may be elected on a list vote.

Pursuant to the rules laid down in T.U.F. the Company has included in §20 of its by-laws provisions designed to enable a standing or alternate member of the board of Statutory Auditors to be elected on a list vote.

The lists of candidates for the office of statutory auditor together with exhaustive information as to their personal and professional characteristics, are filed by shareholders at least fifteen days prior to the date of the Meeting and are promptly made available to the public by the Company at its headquarters, Borsa Italiana S.p.A. and on the Company's website (www.autogrill.com).

The current board of statutory auditors was elected by list vote at the Shareholders' Meeting on 27 April 2006 and will remain in office until approval of the 2008 Accounts. The Board members voted from the majority list are standing auditors Gianluca Ponzellini and Ettore Maria Tosi and alternate auditor Graziano Gianmichele Visentin; those voted from the minority list are Luigi Biscozzi (chair) and alternate auditor Giorgio Silva.

Pursuant to §148 of T.U.F., as amended by Law 262/2005, the chairman was chosen from among the statutory auditors elected in the minority list.

Pursuant to §3, Decree 162 (30 March 2000) issued by the Justice Minister in concert with the Treasury Minister, the Board has ascertained that the current members of the board of Statutory Auditors are in possession of the requisites laid down in §1 and §2 of the above Decree. Specifically, the statutory auditors are enrolled in the register of “revisori contabili” (‘accounting auditors’) and have exercised the profession for at least three years.

The board of statutory auditors monitors the independence of the audit firm, in accordance with Company procedure, with special reference to appointments that are incompatible with external auditing. In addition, in the performance of its duties the Committee liaises with the Internal Control and Corporate Governance Committee and the Group’s Internal Audit department.

On 11 February 2009, the board of statutory auditors ascertained that the criteria and procedures adopted by the Board of directors to assess the independence of its members were being properly applied.

On the same day, the board of statutory auditors ascertained that all its members were in possession of the independence requisites pursuant to 10.C.2 of the Corporate Governance Code.

On 12 December 2007, the board of directors voted that statutory auditors shall have the same independence requisites as those applied to the directors.

09 Audit Firm

In 2005, the board of directors adopted an audit firm selection procedure for Autogrill and its subsidiaries.

On 29 July 2005, the board of directors adopted a Group-wide procedure for the selection of audit firms of Autogrill and its subsidiaries. The procedure ensures that the Parent's audit firm is also responsible for audits of subsidiaries of Autogrill. Use of firms other than that indicated by the Parent shall be properly justified and agreed in advance with the Internal Control and Corporate Governance Committee.

The procedure also aims to guarantee the independence of the audit firm in respect of the appointing auditee. To this end mandates for services incompatible with the audit role may not be given to the audit firm, in accordance with current regulations.

The first application of this procedure occurred at the shareholders' meeting held on 27 April 2006, which appointed KPMG S.p.A., Milan, as the Company's audit firm for 2006-2011 period.

10 Relations with shareholders and General Meetings

The shareholders’ meeting is the official opportunity to meet and discuss matters between the directors and the shareholders. At general meetings shareholders may request information on business performance and results and the items included in the Agenda. The documents and information prescribed by current legislation are also made available and delivered to the shareholders. Meetings are conducted according to the rules contained in the shareholders’ meeting Regulations which are published on the Company’s website (www.autogrill.com). In order to take part in shareholders’ meetings, §7 of the by-laws requires presentation of the certificates issued by intermediaries at least two business days before the date of the shareholders’ meeting. This matter is noted in the notice of the

shareholders' meeting published in the *Gazzetta Ufficiale*, the press and the Company's website. The by-laws do not permit taking part in the shareholders' meeting other than by being physically present.

In 2008, one shareholders' meeting was held, on 23 April.

In 2008, one shareholders' meeting was held, on 23 April. It approved the report of the board of directors on the year to 31 December 2007 and the annual accounts, the distribution of a dividend of € 0.30 cents per share, as well as the authorization to purchase and possibly later sell shares in the Company in accordance with the terms and conditions specified in the directors' descriptive memorandum. The Meeting appointed a new Board for the 3-year period 2008-2010, having first resolved, pursuant to art. 10 of the by-laws, that it should have 12 members.

The new by-laws, as posted on the Company's website (www.autogrill.com), were fully renewed and extended in 2006 with sections focusing on issues such as Corporate Governance. The accounting and legal documentation, financial releases, procedures, codes and any other information regarding the Company are always available on-line to shareholders and other stakeholders.

11 Investor Relations

The Investor Relations function was introduced in 1997 to establish ongoing dialogue with shareholders and investors.

The Company set up its investor relations unit in 1997 with the aim of initiating and maintaining continuous dialogue with shareholders in general and institutional investors and analysts in particular. Suitably funded and resourced, the unit works in line with senior management's decisions by promptly making information on business performance and significant events available to the public, providing continuous telephone contact and periodical meetings with investors and analysts and publishing statutory documents and additional information in further explanation of the Group's strategic and operating decisions. Information of particular relevance to shareholders is posted in the Investor Relations section of the Company's website (www.autogrill.com).

In 2008, investor relations activities included:

- 154 meetings with investors (one-to-one or conference calls);
- 8 road-shows;
- participation in a conference organized by a broker;
- 1 investor day (presentation of the 2008-2010 business plan);
- 4 conference calls on publication of financial reports (2007 annual, 1st quarter and 1 half reports) and on the acquisitions of World Duty Free Europe and the remaining 49.95% of the subsidiary Aldeasa.

The following meetings by corporate bodies are scheduled for 2009:

- 21 April 2009: shareholders' meeting to approve the 2008 accounts (1st convocation)
- 28 April 2009: shareholders' meeting to approve the 2008 accounts (2nd convocation)
- 13 May 2009: interim report on operations as at 31 March 2009
- 6 August 2009: first half report on operations as at 30 June 2009

- 10 November 2009: interim report on operations as at 30 September 2009.

12 Schedules

The following are given below:

- Structure of the board of directors and Board Committees
- List of offices held by directors
- Membership of board of statutory auditors
- Other provisions of the Corporate Governance Code
- Directors' and statutory auditors' profiles.

Rozzano, 12 March 2009

Schedule 1: Structure of board of directors and its committees

Office	Members	Board of directors				Independent T.U.F.*** %	Number of other posts*	Internal Control and Corporate Governance Committee		Human Resources Committee	
		Executive	Non executive	Independent **				%		%	
Chairman	Benetton Gilberto		X			100%	3				
Managing Director	Tondato Da Ruos										
Director	Gianmario	X				100%	1				
Director	Benetton Alessandro		X			66.6%	2				
Director	Brunetti Giorgio		X	X		100%	1	X	100%		
Director	Bulgheroni Antonio		X	X	X	66.6%	2			X	66.6%
Director	Camuffo Arnaldo		X	X	X	100%	-			X	100%
Director	Costamagna Claudio		X	X	X	88%	3			X	75%
Director	Giavazzi Francesco		X	X	X	77%	-				
Director	Gómez-Navarro Javier		X			100%	1				
Director	Malguzzi Alfredo		X	X		100%	3	X	100%	X	100%
Director	Mion Gianni		X			75%	1			X	100%
Director	Paolo Roverato		X			100%	2	x	100%		

Reasons for no directors Appointment Committee:

The board of directors has seen as yet no reason – not least in light of the Corporate Governance Code principle 6.P.2 – to set up a directors appointment committee. It has never been difficult for the shareholders to suggest candidates for election nor has the Board itself ever had difficulty co-opting directors pursuant to §2386, Italian Civil Code and §10 of the Company by-laws.

Number of meetings in 2008	BoD:	Internal Control and Corporate Governance Committee:	Human Resources Committee:
	12	8	6

NOTES

All the directors in office were elected from the list submitted by the controlling company Schematrentaquattro S.r.l.

* This column shows the number of directorships or statutory auditorships held in other companies pursuant to the criterion adopted by Autogrill’s board of directors on 12 December 2007, as indicated in section 2.1 (“Composition of the board of directors”) of this Report.

** Independent director as defined in the Corporate Governance Code and board of directors resolution dated 12 December 2007.

*** Independent director as defined in the combined provision of art. 147-ter, clause 4, and art. 148, clause 3, T.U.F.

List of offices held by directors

Detailed below are the posts held by the directors, as of the date of this Report, in other companies on the basis of the criteria adopted by Autogrill's board of directors on 12th December 2007 (see section 2.1 "Composition of the Board of Directors" of this Report).

Director	Office	Company
Gilberto Benetton	Director	Allianz S.p.A.
	Director	Mediobanca S.p.A.
	Director	Pirelli S.p.A.
Gianmario Tondato	Director	Lottomatica S.p.A.
Alessandro Benetton	Director	Banca Popolare di Vicenza S.p.A.
	Director and vice-chairman	NordEst Merchant S.p.A.
Giorgio Brunetti	Chairman	Carraro S.p.A.
Antonio Bulgheroni	Chairman	Banca Popolare Commercio e Industria S.p.A.
	Director	Lindt & Sprüngli Holding
Arnaldo Camuffo	-	
Claudio Costamagna	Director	Bulgari S.p.A.
	Director	Dea Capital S.p.A.
	Director	Luxottica Group S.p.A.
Francesco Giavazzi	-	
Javier Gómez-Navarro	Director	Tecnicas Reunidas
Gianni Mion	Director	Luxottica Group S.p.A.
Alfredo Malguzzi	Chairman of the board of statutory auditors	Consilium SGR S.p.A.
	Director	FinecoBank S.p.A.
	Standing auditor	Interpump Group S.p.A.
	Director	AdF Aeroporto di Firenze S.p.A.
Paolo Roverato	Director	Gemina S.p.A.
	Director	

Schedule 2: Board of statutory auditors

Office	Members	Attendance rate (%) at meetings	Number of other posts**
Chairman	Biscozzi Luigi *	90%	10
Standing auditor	Ponzellini Gianluca	100%	18
Standing auditor	Tosi Ettore Maria	100%	8
Alternate auditor	Giorgio Silva *	=	
Alternate auditor	Visentin Graziano Gianmichele	=	

Number of meetings in 2008: 10

Quorum for submission of minority lists for the election of one of more standing auditors (pursuant to art. 148 T.U.F.): 1.5%

NOTES

* Elected from a minority list.

**Number of directorships or statutory auditorships held in other companies as defined in art. 148 bis T.U.F. and art. 144 terdecies, Corporate Governance Code.

Schedule 3: Other provisions of the Corporate Governance Code

	YES	NO	Reasons for deviation from the recommendations of the Code
System of delegation and transactions with related parties			
Has the BoD delegated powers and defined their:			
a) limits	X		
b) mode of exercise	X		
c) frequency of reporting	X		
Has the BoD reserved itself power to review and approve operations of particular economic, equity or financial importance (including transactions with related parties)?	X		
Has the BoD defined guidelines and criteria for identifying "significant operations"?	X		
Are such guidelines and criteria described in the Report?	X		
Has the BoD defined procedures for reviewing and approving transactions with related parties?	X		To date there have been no related party transactions – including those carried out through subsidiaries - whose purpose, price, methods or time-scale would require disclosure under art. 71-bis of the rules approved by Consob Resolution 11971, 14 th May 1999 and subsequent amendments.
Are the procedures for approving transactions with related parties described in the Report?	X		
Procedures for the most recent appointment of directors and statutory auditors			
Were candidacies for the post of director filed at least ten days in advance?	X		
Were candidacies for the post of director accompanied by full information?	X		
Were candidacies for the post of director accompanied by an indication of eligibility as an independent director?	X		
Were candidacies for the post of statutory auditor filed at least ten days in advance?	X		
Were candidacies for the post of statutory auditor accompanied by full information?	X		
Shareholders' Meetings			
Has the Company approved a set of regulations for shareholders' meetings?	X		
Are the regulations attached to the Report (or is notice given of where they can be obtained/downloaded)?	X		
Internal Control			
Has the Company appointed internal control officers?	X		
Are such officers independent of operating functions?	X		
Organizational body responsible for internal control (pursuant to art. 9.3 of the Code)?			INTERNAL AUDIT & CSR
Investor Relations			
Has the Company appointed an Investor Relations Officer?	X		

Organizational unit and contacts (address/phone/fax/e-mail) of Investor Relations Officer

INVESTOR RELATIONS

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Schedule 4: Directors' and statutory auditors' profiles

Gilberto Benetton

Chairman

Born in 1941 in Treviso, in 1965 Gilberto Benetton set up the Benetton Group together with his sister Giuliana and brothers Luciano and Carlo. The Group is world leader in the apparel industry and today operates in some 120 countries. He is chairman of Edizione Holding S.p.A., the family holding company, chairman of Autogrill S.p.A. and a director of Benetton Group, Mediobanca, Atlantia S.p.A., Pirelli & C. S.p.A., Allianz S.p.A. and Sintonia S.A. He presides over all investments undertaken by the family holding company, whether financial or property. A keen sportsman, he is the promoter of Group sponsorships of rugby, basketball and volleyball. Through the Benetton Foundation he had La Ghirada, Treviso's sport centre, created.

Gianmario Tondato Da Ruos

CEO

Gianmario Tondato Da Ruos has been CEO of Autogrill, the world's leading provider of f&b and retail services for travellers, since March 2003.

He joined the Group in 2000 and moved to the United States to manage the integration of the North American subsidiary HMSHost and successfully implemented a strategic refocusing on concessions and diversification into new business sectors, distribution channels and geographical regions. His policy of growth through organic development and acquisitions enabled Autogrill to nearly double its sales, while the acquisition of Aldeasa, Alpha Group and World Duty Free Europe transformed the Group into the world's biggest airport retail and f&b operator.

He started his career in Gruppo Arnoldo Mondadori Editore and various Benetton Group companies, where he worked on company re-organization and international mobility after graduating in economics and commerce at Università Ca' Foscari in Venice in 1987.

Gianmario Tondato Da Ruos is lead independent director of Lottomatica S.p.A. and a director of Aldeasa and Alpha Group.

Alessandro Benetton

Director

Born in 1964 in Treviso and son of Luciano. He graduated in Business Administration from University Boston. In 1991 he took an MBA at Harvard. His professional career began at Goldman Sachs, as an M&A analyst. In 1993 he formed 21, Investimenti S.p.A., a holding company whose shareholders are Edizione S.r.l., Intesa Sanpaolo S.p.A., Fininvest S.p.A., Group Seragnoli, Assicurazioni Generali S.p.A. and Ricerca S.p.A., and became its Chairman, an office he still holds. He is chairman of 21, Investimenti Partners S.p.A.. He is a director of Edizione S.r.l. and (since 1995) of Autogrill S.p.A.. He is also executive Vice chairman and Member of the executive Committee of Benetton Group S.p.A. His other offices include: director of Banca Popolare of Vicenza, director and Vice chairman of NordEst Merchant S.p.A., director and chairman of the board of 21 Partners SGR S.p.A. and Member of the Supervisory board of 21 Centrale Partners S.A.

Giorgio Brunetti

Director

Born in 1937 in Venice, he graduated in Economics and Business at the Ca' Foscari University in Venice and took a diploma in Corporate Organisation at CUOA (Centro Universitario di Organizzazione Aziendale) in the Faculty of Engineering of the University of Padua. He began his academic career at the Ca' Foscari University, where he became Professor of Business Studies. In 1992 he was appointed Professor of Business Studies at the Bocconi University in Milan, where he is emeritus professor of Corporate Strategy and Policy and chairman of the "Entrepreneurship and Entrepreneurs" Research Centre. He has taught in training companies and organisations and consulted for leading industrial and banking groups. He has been a director of Autogrill S.p.A. since 1995, and is also on the board of Benetton Group S.p.A., Carraro S.p.A and Messaggerie Italiane S.p.A. He is an auditor at the Electricity and Gas Authority.

Antonio Bulgheroni

Director

Born in 1943 in Varese. In 1969 he joined the family Company, Bulgheroni S.p.A., a chocolate producer and concessionaire of the Lindt & Sprüngli brand in Italy, as Assistant to the General Manager. In 1974 he became its managing director (up to 1993) and was also its chairman from 1990 to 1993. At present he is chairman of Caffarel S.p.A. and chairman of Lindt & Sprüngli S.p.A.. He is chairman of Banca Popolare Commercio e Industria S.p.A.. Other offices held: chairman of Ferro Tubi Lamiera Rossi S.p.A., director and Member of the executive Committee of Chocoladefabriken Lindt & Sprüngli AG. He has been a director of Autogrill S.p.A. since 1997.

Arnaldo Camuffo

Director

Born in Venice in 1961, he graduated in business economics at Università Ca' Foscari in Venice. In 1990 took an MBA at the Sloan School of Management at Massachusetts Institute of Technology and then a PhD in business administration at the University of Venice.

A full professor of business organization at the University of Venice (1990-2003) and Padova (2003-2007), he has been a consultant to some of Italy's top industrial groups and worked with leading training organizations in Italy and elsewhere in Europe. He collaborates with Italian research bodies and professional associations specializing in management, organization and human resources. He is a member of scientific committees at AIF and ASFOR. He is Science Director at Lean Enterprise Center, Italy, and a director of Lean Global Network.

He is a full professor of business organization at Università L. Bocconi, Milan, and also teaches at SDA Bocconi. He has been an independent director of Autogrill S.p.A. since 2008.

Claudio Costamagna

Director

Born in Milan in 1956, he took a degree in business economics at the Università L. Bocconi in Milan.

He started his career with Citibank, as financial controller for Individual Banking Group and then moved to Montedison as director of Corporate Finance for the Group holding.

In 1988 he joined Goldman Sachs Group and became a partner in 1998. From 2001 to 2006 he was president, Investment Banking division, Europe, Middle East and Africa.

He is currently an independent director at Autogrill S.p.A. (since 2008), Luxottica Group, DEA Capital S.p.A., Bulgari S.p.A. and Breakingviews Ltd.

Javier Gómez-Navarro

Director

Born in Madrid in 1945, he graduated in engineering at the School of Industrial Engineering in Madrid.

He has had significant experience in politics, in the tourism sector. In 1978 he founded FITUR, Madrid's international tourism expo. From 1983 to 1986 he was CEO of Viajes Marsans, Spain's biggest travel agency and sat on the boards of Spain's top tour operators. He was president of the Olympic Sports Associations and vice-president of the 1992 Barcelona Olympic Games Organization Committee. From 1987 to 1993 he was Secretary for Sport. In 1993 he was made Minister of Trade and Tourism, an office he held till 1996.

He is chairman of Aldeasa (since 2005) and of the Spanish Council of Chambers of Commerce, Industry and Navigation, as well as holding directorships at Autogrill S.p.A. (since 2008), Tecnicas Reunidas, Capio Spain, Insolux-Corsan, Quail Travel, MBD and Expociencia.

Francesco Giavazzi

Director

Born in Bergamo in 1949, he holds a degree in electronic engineering from the Politecnico di Milano and a Ph.D in economics (1978) from the Massachusetts Institute of Technology.

He is a professor of economics at Bocconi University in Milan and a regular visiting professor at the MIT. He is a member of the Strategic Committee of Agence France Trésor and of the group of economic advisors to the President of the European Commission José Manuel Barroso.

From 1992 to 1994, he served as Director General at the Italian Treasury, in charge of economics research, debt management and privatizations, and represented the Ministry on the boards of INA, Assitalia and Banco di Napoli, of which he was also a vice-chairman.

From 1998 to 2000, during the D'Alema administration, he was one of the economic advisers to the Italian prime minister.

He is a leader writer for Il Corriere della Sera.

He has been an independent director of Autogrill S.p.A. since 2008, of Vitale&Associati S.p.A. since 2000 and of Arsenale di Venezia S.p.A. since 2005.

Alfredo Malguzzi

Director

Born in Lerici (La Spezia) in 1962, he is name partner at Malguzzi e Associati, a firm of legal and tax consultants. He took a degree in business economics at the Università L. Bocconi in Milan. He has practised as a chartered accountant since 1991, providing advice on domestic and international company law and tax law having gained experience in these fields since 1985.

He formerly taught at the SDA (Business School) of the Bocconi University (1990-1997), in the Administration and Control area, and is a tax journalist. He specialises in tax and company matters relating to corporate finance transactions, acquisitions, disposals and corporate reorganisations.

He has been a director of Autogrill S.p.A. since April 2004, and is also a director of Benetton Group S.p.A. and FinecoBank S.p.A. He is chairman of the board of directors of LaGare S.p.A., a standing statutory auditor of Interpump Group S.p.A., biG S.r.l., Egidio Galbani S.p.A. and Group Lactalis Italy S.p.A. and chairman of the board of statutory auditors of First Atlantic Real Estate Holding S.p.A. and Consilium SGR S.p.A.

Gianni Mion

Director

Born in 1943 in Vò (Padua), he graduated in economics and business from Ca' Foscari University in Venice. He is a chartered accountant and auditor and has been managing director of Edizione S.r.l. since 1986. His professional career began with KPMG as auditor and continued with McQuay Europa S.p.A. as controller. In 1974 he joined Gepi S.p.A. of which he became Deputy General Manager in 1980. He was managing director of Fintermica S.p.A. from 1983 to 1985, before joining Marzotto S.p.A., as Finance director until 1986.

At present he is a director of Autogrill S.p.A. (since 1995), Benetton Group S.p.A., Atlantia S.p.A., Luxottica Group S.p.A., Burgo Group S.p.A. and Sintonia S.A.

Paolo Roverato

Director

Born in Padova in 1963, he graduated in economics and commerce from Università Ca' Foscari in Venice. A chartered accountant and official auditor, he joined Arthur Andersen in 1989. He has been an executive at Edizione S.r.l. since 2002 and is a director of Autogrill S.p.A., Aeroporti di Roma

S.p.A, Aeroporto di Firenze S.p.A., Aeroporti Holding S.r.l., Edizione Property S.p.A., Gemina S.p.A., Investimenti Infrastrutture S.p.A. and Sagat S.p.A.

Luigi Biscozzi

Statutory Auditor - Chairman

Born in Salice Trentino (Lecce) in 1934, he graduated in economics and business from the Bocconi University in Milan. He has been on the roll of chartered accountants of Milan since 1966 and Official Auditor since 1972. From 1961 to 1972 he was manager and partner of the tax section of KPMG Peat Marwick in Milan. He was a founding partner of the tax law firm L. Biscozzi - A. Fantozzi (now Biscozzi Nobili), and is an expert in tax law, corporate, company law and tax advisory for Italian and foreign companies. He has been chairman of the board of statutory auditors of Autogrill S.p.A. since 2006, and holds the same office in Autogrill International S.p.A., Costa Crociere S.p.A., New Mood S.p.A. and Crociere Mercurio S.r.l.. He is a statutory auditor of Immobiliare Adamello S.r.l., Polimeri Europa S.p.A., Sony BMG Music Entertainment S.p.A., Touring Servizi S.r.l., Touring Vacanze S.r.l. and Touring Viaggi S.r.l.

Gianluca Ponzellini

Statutory Auditor

Born in Varese in 1947, he graduated in economics and business from the Catholic University of Milan. He has been on the roll of chartered accountants of Varese since 1976. From 1973 to 1979 he worked for leading auditing firms in Italy and the US. Since 1980 he has practised as an independent chartered accountant. He took part in the formation of the auditing firm Metodo S.r.l., of which he is still a partner and Chairman. He has been a member of the board of statutory auditors of Autogrill S.p.A. since 1995. He is chairman of the board of statutory auditors of Banca Imi S.p.A., De Longhi S.p.A., De Longhi Appliances S.r.l., Di per Di S.r.l. and Luisa Spagnoli S.p.A..

He is a statutory auditor of Casa Editrice Universo S.p.A., G.S. S.p.A. and SSC S.r.l., and a member of the supervisory board of Intesa San Paolo S.p.A..

Ettore Maria Tosi

Statutory Auditor

Born in 1946 in Angera (Varese), he graduated in economics and business from the Bocconi University in Milan. He has been on the roll of chartered accountants since 1974, initially in the Busto Arsizio Order and subsequently in that of Milan. He is also on the roll of technical advisors to the Courts of Milan. He has been a member of the board of statutory auditors of Autogrill S.p.A. since 1995, and holds the same office in Alenia Aermacchi S.p.A., Autogrill International S.p.A., Dasit S.p.A. and Hay Group S.r.l. He was a standing auditor at Banco Popolare di Milano S.c.ar.l. and has been an auditor for Ente Morale Associazione Amici del Centro Dino Ferrari since 1996.

Glossary

Autogrill: Autogrill S.p.A.

Board of directors: the board of directors of Autogrill S.p.A.

Board of statutory auditors: the board of statutory auditors of Autogrill S.p.A.

By-Laws: Autogrill S.p.A.'s by-laws as approved on 24 April 2007.

Code of Ethics: Autogrill Group's **Code of Ethics** approved by the board of directors on 6 November 2002, as amended on 12 November 2003.

Human Resources Committee: an Autogrill Board committee set up on 23 April 2008 and comprising three non-executive directors, of whom two are independent.

CONSOB: *Commissione Nazionale per le Società e la Borsa* [equivalent of the SEC].

Corporate Governance Code: the **Corporate Governance Code** for listed companies drawn up by the Corporate Governance Committee of Borsa Italiana S.p.A. and promulgated by the latter, March 2006 edition.

Group: Autogrill S.p.A. and its subsidiaries and associates pursuant to §2359, Civil Code and §93, Legislative Decree 58/1998.

Internal Control and Corporate Governance Committee: an Autogrill Board committee set up on 23 April 2008 and comprising three non-executive independent directors.

Issuers' Regulations: the rules implementing Legislative Decree 58/98, on issuers, approved by CONSOB in resolution 11971 dated 14 May 1999 (published in the *Gazzetta Ufficiale*, 28 May 1999, no. 123, ordinary series).

Model: The model for organisation, management and control required by Legislative Decree 231/2001 ("Legal liability of legal persons, companies and associations including those without legal personality, pursuant to §11, Law 29/2000, no. 300), adopted by Autogrill's board of directors on 9 July 2003 as amended and supplemented by the board of directors on 27 June 2006, 11 September 2007, 9 July 2008 and 20 February 2009.

Manager charged with preparing the Company's financial reports: the Manager charged with preparing the Company's financial reports appointed by Autogrill's board of directors on 27 August 2008, as required by §154-*bis*, Legislative Decree 58/1998, introduced by Law 262/2005, and by §18 of the by-laws.

O.D.V.: the Supervisory Body charged with exercising control over the functioning of and compliance with the Model, set up by Autogrill's board of directors on 9 July 2003 pursuant to Legislative Decree 231/2001. Currently comprises an economics and finance expert and the heads of Group Internal Audit and Group Organization Development.

Report: this report on corporate governance.

Savings Act: Law 262/2005 ("Rules for the Protection of Savings and the Ordering of Financial Markets").

T.U.F.: Legislative Decree 58/98 (Consolidated Regulations for Financial Intermediation pursuant to §§8 and 21 Law 52/96) commonly known as the "*Testo Unico della Finanza*".