

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION WHERE THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL (THE "EXCLUDED COUNTRIES")

## NEWS RELEASE

# Dufry files the Offer Document and the Exemption Document with CONSOB

NOTICE PURSUANT TO ART. 37-TER, PARAGRAPH 3, OF THE REGULATION ADOPTED BY CONSOB BY RESOLUTION NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY INTEGRATED AND AMENDED (THE "ISSUERS' REGULATION").

With reference to the mandatory public exchange offer with an alternative cash consideration (the "**Offer**") announced by Dufry AG ("**Dufry**" or the "**Offeror**") on February 3, 2023, pursuant to article 102, paragraph 1, of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently integrated and amended (the "**TUF**"), for all ordinary shares of Autogrill S.p.A. ("**Autogrill**") other than those already held by the Offeror and the treasury shares held by Autogrill, Dufry announces that it filed today with CONSOB, pursuant to article 102, paragraph 3, of the TUF and article 37-ter of the Issuers' Regulation, the tender offer document (the "**Offer Document**").

Dufry today also filed with CONSOB, pursuant to article 34-ter, paragraph 02, letter (b), of the Issuers' Regulation, the exemption document for the purposes of the exemption from the obligation to publish a prospectus provided for in article 1, paragraph 4, letter (f) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (the "**Exemption Document**").

The Offer Document will be published at the end of the review carried out by CONSOB pursuant to article 102, paragraph 4, of the TUF, together with the Exemption Document.

Pending the publication of the Offer Document and the Exemption Document, please refer to the notice pursuant to article 102, paragraph 1, of the TUF, published on the website of Autogrill ([www.autogrill.com](http://www.autogrill.com)), on the website of Dufry ([www.dufry.com](http://www.dufry.com)) and on the dedicated website of Dufry ([www.opa-autogrill.com](http://www.opa-autogrill.com)), which contains a detailed description of the essential elements of the Offer.

\* \* \* \* \*

### Legal Disclaimer

The mandatory public exchange offer (the "**Offer**") is launched exclusively in Italy and is made on a non-discriminatory basis and on equal terms to all holders of Autogrill shares, as indicated in the notice published pursuant to article 102 of the Italian Legislative Decree No. 58 of February 24, 1998 (the "**Notice**") and further described in the offer document (the "**Offer Document**") and the exemption

document (the "**Exemption Document**") that will be published in accordance with the applicable regulation.

The Offer has not been and will not be made in the United States, Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority (such jurisdictions, including the United States, Canada, Japan and Australia, the "**Excluded Countries**"), by using national or international instruments of communication or commerce of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Excluded Countries' financial intermediaries or in any other way. No actions have been taken or will be taken to make the Offer possible in any of the Excluded Countries.

Copies of the Notice, the Offer Document, or portions thereof, as well as copies of any documents relating to the Offer, including the Exemption Document, are not and should not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person receiving any such documents shall not distribute, send or dispatch them (whether by post or by any other mean or device of communication or international commerce) in the Excluded Countries. The Notice, the Offer Document, as well as any other document relating to the Offer, including the Exemption Document, do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the Excluded Countries. No securities may be offered or sold in the Excluded Countries without specific authorization in accordance with the applicable provisions of the local law of the Excluded Countries or a waiver thereof.

This document and the information contained herein are not for distribution in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"). This document does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. The securities of Dufry AG have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

This document is not an offer to sell or a solicitation of offers to purchase or subscribe for shares. This document is not a prospectus within the meaning of the Swiss Financial Services Act and not a prospectus under any other applicable laws.

This press release may contain certain forward-looking statements relating to Dufry and its business. Such statements involve certain risks, uncertainties and other factors which could cause the actual results, financial condition, performance or achievements of Dufry to be materially different from those expressed or implied by such statements. Readers should therefore not place undue reliance on these statements, particularly not in connection with any contract or investment decision. Dufry disclaims any obligation to update any such forward-looking statements.

For further information:

## CONTACT

**DR. KRISTIN KÖHLER**

Global Head  
Investor Relations  
Phone: +41 79 563 18 09  
kristin.koehler@dufry.com

**RENZO RADICE**

Global Head  
Corporate Communications & Public Affairs  
Phone : +41 61 266 44 19  
renzo.radice@dufry.com

---

### DUFRY GROUP – LEADING GLOBAL TRAVEL EXPERIENCE PLAYER

Dufry AG (SIX: DUFN), founded in 1865 and headquartered in Basel, Switzerland, delivers a revolutionary travel experience to consumers worldwide by uniquely combining retail, food & beverage and digital. Our company addresses 2.3 billion passengers in more than 75 countries in 5,500 outlets across 1,200 airports, motorways, cruise lines, seaports, railway stations and other locations across all six continents. With the traveler at our core, we are creating value for all our stakeholders including concession and brand partners, employees, communities, and finally, our shareholders.

Sustainability is an inherent element of Dufry's business strategy aiming for sustainable and profitable growth of the company while fostering high standards of environmental stewardship and social equity.

To learn more about Dufry, please visit [www.dufry.com](http://www.dufry.com)