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## **NEWS RELEASE**

### **NOTICE PURSUANT TO ARTICLE 36 OF THE REGULATION ADOPTED BY CONSOB BY RESOLUTION NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY INTEGRATED AND AMENDED (THE "ISSUERS' REGULATION") – PRELIMINARY RESULTS OF THE OFFER AFTER COMPLETION OF THE REOPENING OF THE TENDER PERIOD**

With reference to the mandatory public exchange offer with alternative cash consideration (the "**Offer**") launched by Dufry AG ("**Dufry**" or the "**Offeror**") pursuant to Articles 102 and 106, Paragraphs 1 and 2-*bis*, of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently amended and supplemented (the "**CFA**"), for all the ordinary shares of Autogrill S.p.A. ("**Autogrill**" or the "**Issuer**") other than those already held by the Offeror and the treasury shares held by Autogrill, the Offeror announces that on June 1, 2023 the Reopening of Tender Period has ended.

All terms not defined in this press release shall have the same meaning given to them in the offer document, approved by Consob with resolution no. 22661 of April 5, 2023, and published on April 11, 2023 (the "**Offer Document**") among others, on the Offeror's website [www.dufry.com](http://www.dufry.com) and on the dedicated website of Dufry ([www.opa-autogrill.com](http://www.opa-autogrill.com)).

#### **Preliminary results of the Reopening of the Tender Period**

Based on the preliminary results communicated by UniCredit Bank AG, Milan Branch, in its capacity as Intermediary Responsible for Coordinating the Collection of Tenders, no. 27,801,682 ordinary shares of Autogrill were tendered in the Offer (including through the U.S. Private Placement) during the Reopening of the Tender Period. Such tendered shares represent (i) 7.2206% of the share capital of the Issuer and (ii) 14.5783% of the Autogrill shares subject to the Offer.

Specifically, based on the preliminary results of the Offer at the end of the Reopening of the Tender Period, the Share Consideration will be paid to the holders of no. 27,754,813 ordinary shares of Autogrill (representing 99.8314% of the shares tendered during the Reopening of the Tender Period), while the holders of no. 46,869 ordinary shares of Autogrill (representing 0.1686% of the shares tendered during the Reopening of the Tender Period) have opted for the Cash Alternative Consideration.

During the Reopening of the Tender Period, the Offeror did not acquire any shares of Autogrill outside the Offer (including the U.S. Private Placement).

It should be noted that the Offeror, at the Payment Date following the completion of the Tender Period, taking into account the ordinary shares of Autogrill tendered in the Offer during the Tender Period and the ordinary shares of Autogrill already held by the Offeror before the start of the Tender Period, had come to hold a total of no. 335,474,600 ordinary shares of Autogrill, equal to 87.1287% of its share capital.

Therefore, taking into account (i) the no. 27,801,682 ordinary shares of Autogrill tendered in the Offer (including also the U.S. Private Placement) during the Reopening of the Tender Period according to the preliminary results indicated above (if confirmed) and (ii) the no. 335,474,600 ordinary shares of Autogrill already held by the Offeror prior to the beginning of the Reopening of the Tender Period, the Offeror would

directly hold a total of no. 363,276,282 ordinary shares of Autogrill, equal to 94.3493% of the share capital of the latter. Including the 597,300 Treasury Shares held by Autogrill as of today's date, the total stake held in the share capital of Autogrill by the Offeror, directly and, as regards the Treasury Shares, indirectly, at the end of the Tender Period will consist of no. 363,873,582 shares, representing 94.5044% of the share capital of Autogrill.

### **Obligations following the Reopening of Tender Period**

On the payment date following the Reopening of Tender Period (i.e. June 8, 2023), the Offeror will exchange or purchase, as the case may be, all the Autogrill shares tendered in the Offer during the Reopening of Tender Period. The payment of the Consideration for each Autogrill share tendered in the Offer during the Reopening of Terms, in the form of both the Share Consideration and the Cash Alternative Consideration, will occur against the simultaneous transfer of the ownership of such shares to the Offeror.

Considering that the Offeror, after completion of the Reopening of the Tender Period, on the basis of the preliminary results of the Offer (if confirmed), has reached, directly and indirectly (as to the Treasury Shares, which - for the purpose of calculating the thresholds provided for by Article 108, Paragraph 2, of CFA and Articles 108, Paragraph 1, and 111 of CFA - shall be added to the Offeror's shareholding (numerator) without being deducted from the Issuer's share capital (denominator)), a shareholding of more than 90% but less than 95% of the Issuer's share capital, the Offeror announces that the legal requirements for the fulfilment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA have been met.

Therefore, following the possible confirmation of such results, the Offeror - as stated in the Offer Document - will not restore a free float sufficient to ensure the regular trading of Autogrill shares and will fulfil the Obligation to Purchase under Art. 108, Par. 2, of the CFA in relation to the remaining no. 21,159,960 Autogrill shares, equal to approximately 5.4956% of the Issuer's share capital.

The notice that will be issued by the Offeror by June 7, 2023 pursuant to Article 41, Paragraph 6, of the Issuers' Regulation in order to announce the final results of the Offer following the end of the Reopening of the Tender Period shall also indicate the methods and the timing according to which the Offeror will fulfil the Obligation to Purchase under Art. 108, Par. 2, of the CFA and the timing of the subsequent Delisting.

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### **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 have been 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.

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