



Press release

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Granting of the "2014 Phantom Stock Option Plan"

Milan, 16 July 2014 - On 28 May 2014, the Shareholders' Meeting of Autogrill S.p.A. (Milan: AGL IM) approved the adoption of an incentive plan based on phantom stock options named "2014 Phantom Stock Option Plan" (the "Plan").

The reasons for the Plan and its main characteristics are described in the press release dated 13 March 2014, issued pursuant to art. 84-bis, paragraph 3 of the Regulation adopted by Consob with resolution no. 11971, 14 May 1999 ("Issuers' Regulation"), available on the Company's website (www.autogrill.com).

Initial implementation of the Plan was made today by (i) defining the terms and conditions of the first and second option grant waves and all other accomplishments necessary for granting the Plan in accordance with its rules; (ii) allocating a total of 3,268,995 options for the first wave and a total of 2,864,467 options for the second wave, and (iii) identifying the beneficiaries among the employees and executive directors holding key offices in the Company and its subsidiaries within the meaning of Art. 2359, Italian Civil Code (the "Subsidiaries") who are strategically important or included in the management of the Company or its subsidiaries with a view to creating value.

In accordance with the criteria established by the rules of the Plan, the so-called allocation value of each option, as of today, was fixed at euro 6.74, ie. the arithmetic average of the official prices of the Company's shares on the electronic stock market organized and operated by Borsa Italiana SpA on the trading days between 15 June 2014 and 15 July 2014.

All terms and conditions of the Plan, as well as the characteristics of the options granted thereunder are described in the information document prepared pursuant to art. 84-bis, paragraph 1, Issuers' Regulations and in accordance with Schedule 7, Annex 3A, while the rules of the Plan are published on the Company's website (www.autogrill.com).

Table no. 1, Schedule 7 of Annex 3A, Issuers' Regulations is attached hereunder, also including information on Wave 2 (2012-2014) of the New Autogrill Leadership Team Long Term Incentive Program.

Reference is made to the Remuneration Report published pursuant to art. 84-quater, Issuers' Regulations, for the Annual Shareholders' Meeting held on 28 May 2014, for information on the 2010 Stock Option Plan.

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REMUNERATION PLAN BASED ON FINANCIAL INSTRUMENTS

New Autogrill Leadership Team Long Term Incentive Program - Wave 2 (“New L-LTIP Autogrill”)

Table n. 1, Scheme 7, Annex 3A, Regulation n. 11971/1999

[Date: 16/07/2014]

Name or category	Post	FORM 1						
		Financial instruments other than stock options						
		Section 1 Financial instruments relative to ongoing plans approved by previous shareholders’ meetings						
		Date of shareholders’ resolution	Description of instrument ⁽¹⁾	Number of financial instruments allocated by BoD. for each subject or category ⁽¹⁾	Date of allocation by competent body/BoD.	Possible purchase price of instruments	Market price as of date of allocation ⁽²⁾	Term of restriction on selling instruments
Gianmario Tondato Da Ruos	Group Chief Executive Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	225.000	16 February 2012	N/A	7.98€	30 June 2018

¹ Under Autogrill’s *New Leadership Long Term Incentive Program* (“New L-LTIP”), each Unit actually vested and allocated gives to the participants the right to receive one Autogrill ordinary share, free of charge, under the terms and conditions described in the Information Document and relative regulation published by the Company on 11 March 2011 and available in the Governance / Shareholders’ Meeting section of the website (www.autogrill.com).

² Maximum number of Units allocated by cluster of participants. The number of Units that will actually be allocated, and thus the corresponding number of Autogrill S.p.A ordinary shares that he/she will be entitled to receive free of charge, will depend on the participant’s remuneration, the extent to which performance objectives are attained and the share price at the date of allocation of the shares, as described in the Information Document and relative regulation

³ The price indicated is the market price of Autogrill’s ordinary shares as of 16 February 2012.

Ezio Balarini	Group Chief Marketing Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Paola Bottero	Group General Counsel	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Roberto Colombo	Chief Operating Officer F&B Europe	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	55.000	16 February 2012	N/A	7.98€	30 June 2018
Alberto De Vecchi	Group Chief Financial Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Steve Johnson	HMSHost Chief Executive Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	55.000	16 February 2012	N/A	7.98€	30 June 2018
Aldo Papa	Group Chief Engineering & Procurement Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018

Alessandro Preda	Group Chief HR & Organisation Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Walter Seib	CEO F&B International	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Autogrill Group Former Employees		21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	385.000	16 February 2012	N/A	7.98€	30 June 2018
Other Autogrill Group Managers		21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	385.000	16 February 2012	N/A	7.98€	30 June 2018

REMUNERATION PLAN BASED ON FINANCIAL INSTRUMENTS

Phantom Stock Option Plan 2014 – Wave 1 (Phantom SOP”)

Table n. 1, Scheme 7, Annex 3A, Regulation n. 11971/1999

Name or category	Post	FORM 1						
		Financial instruments other than stock options						
		<u>Sezione 2</u>						
		Newly allocated financial instruments on the basis of the decision of the BoD to implement the shareholders’ resolution						
		Date of shareholders’ resolution	Description of instrument ³	Number of financial instruments allocated ⁴	Date of allocation	Possible purchase price of instruments	Market price as of date of allocation ⁵	Vesting period
Gianmario Tondato da Ruos	Group Chief Executive Officer	28 May 2014	Phantom Stock Option	883.495	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Ezio Balarini	Group Chief Marketing Officer	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016

³ Pursuant to the *Phantom Stock Option Plan 2014* (“Phantom SOP”), each *phantom stock option* entitles the Participants to the payment for each Option of a cash amount equal to the possible appreciation of Autogrill shares during the reference period of the Plan, as per the methods and under the terms and conditions described in the Information Document and relative regulation published by the Company on 28 May 2014 and available in the Governance / Shareholders’ Meeting section of the website (www.autogrill.com).

⁴ Maximum number of *phantom stock option* allocated to each participant. The number of *phantom stock option* that will actually be allocated will depend on the “Cap” (that means the maximum amount of the Award achievable by each Participant through the Exercise of the Options).

⁵ The price indicated is the market price of Autogrill’s ordinary shares as of 16 July 2014.

Paola Bottero	Group General Counsel	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Roberto Colombo	Chief Operating Officer F&B Europe	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Alberto De Vecchi	Group Chief Financial Officer	28 May 2014	Phantom Stock Option	232.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Steve Johnson	President & Chief Executive Officer F&B North America	28 May 2014	Phantom Stock Option	267.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Aldo Papa	Group Chief Engineering & Procurement Officer	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Alessandro Preda	Group Chief HR & Organization Officer	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Walter Seib	Chief Executive Officer F&B International	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Other Autogrill Group Managers		28 May 2014	Phantom Stock Option	755.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016

REMUNERATION PLAN BASED ON FINANCIAL INSTRUMENTS

Phantom Stock Option Plan 2014 – Wave 2 (Phantom SOP)

Table n. 1, Scheme 7, Annex 3A, Regulation n. 11971/1999

Name or category	Post	FORM 1						
		Financial instruments other than stock options						
		<u>Sezione 2</u>						
		Newly allocated financial instruments on the basis of the decision of the BoD to implement the shareholders' resolution						
		Date of shareholders' resolution	Description of instrument ⁶	Number of financial instruments allocated ⁷	Date of allocation	Possible purchase price of instruments	Market price as of date of allocation ⁸	Vesting period
Gianmario Tondato da Ruos	Group Chief Executive Officer	28 May 2014	Phantom Stock Option	565.217	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Ezio Balarini	Group Chief Marketing Officer	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017

⁶ Pursuant to the *Phantom Stock Option Plan 2014* (“Phantom SOP”), each *phantom stock option* entitles each Participant to the payment for each Option of a cash amount equal to the possible appreciation of Autogrill shares during the reference period of the Plan, as per the methods and under the terms and conditions described in the Information Document and relative regulation published by the Company on 28 May 2014 and available in the Governance / Shareholders' Meeting section of the website (www.autogrill.com).

⁷ Maximum number of *phantom stock option* allocated to each participant. The number of *phantom stock option* that will actually be allocated will depend on the “Cap” (that means the maximum amount of the Award achievable by each Participant through the Exercise of the Options).

⁸ The price indicated is the market price of Autogrill's ordinary shares as of 16 July 2014.

Paola Bottero	Group General Counsel	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Roberto Colombo	Chief Operating Officer F&B Europe	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Alberto De Vecchi	Group Chief Financial Officer	28 May 2014	Phantom Stock Option	149.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Steve Johnson	President & Chief Executive Officer F&B North America	28 May 2014	Phantom Stock Option	171.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Aldo Papa	Group Chief Engineering & Procurement Officer	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Alessandro Preda	Group Chief HR & Organization Officer	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Walter Seib	Chief Executive Officer F&B International	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Other Autogrill Group Managers		28 May 2014	Phantom Stock Option	1.253.250	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017