



Press release

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Autogrill approves the signing of a new Euro 700 million intercompany facility agreement with Dufry Financial Services BV

Autogrill will use the proceeds of the facility agreement, *inter alia*, to repay the indebtedness of Autogrill and its subsidiary HMSHost Corporation under the Euro 1 billion bank facility agreement entered into on 28 October 2021

Milan, 25 May 2023 – The Board of Directors of Autogrill S.p.A. (“**Autogrill**”), which met today, approved the signing, as borrower, of an intercompany, revolving, multi-currency, so-called downstream facility agreement for a maximum amount of Euro 700 million (the “**Downstream Facility**”) with Dufry Financial Services BV, an indirectly wholly owned subsidiary of the controlling shareholder of Autogrill, Dufry AG.

The proceeds of the Downstream Facility will be used by Autogrill, *inter alia*, to repay its indebtedness pursuant to the change of control clauses of the Euro 1 billion bank facility agreement, entered into by Autogrill and its U.S. subsidiary HMSHost Corporation and which was already disclosed to market on 28 October 2021.

HMSHost Corporation will also repay its indebtedness under the same bank facility agreement by using, *inter alia*, the proceeds of an intercompany revolving credit facility made available by Autogrill (the “**ATG/HMS Facility**”).

The signing of the Downstream Facility agreement qualifies as a related party transaction because Dufry Financial Services BV and Autogrill are subject to the common control of Dufry AG and, given the amount of the facility, it also qualifies as a related party transaction of greater importance, pursuant to Consob Regulation No. 17221 of 12 March 2010, as subsequently amended (the “**Regulation 17221/2010**”) and pursuant to Annex A of the procedures for related party transactions adopted by Autogrill. Accordingly, Autogrill’s Board of Directors approved the signing of the Downstream Facility agreement upon the unanimous issuance by the members of the Related Party Transactions Committee of Autogrill of a favorable binding opinion on

Autogrill's interest in the transaction and on the convenience and substantial fairness of its terms and conditions.

Pursuant to the provisions of Regulation 17221/2010 and of the procedures for related party transactions adopted by Autogrill, the Company will make available to the public, within seven days starting from today, the Information Document set forth in Annex 4 of Regulation 17221/2010 relating to the Downstream Facility, which will include the favorable opinion of the Related Party Transactions Committee.

The ATG/HMS Facility also qualifies as a related party transaction, as HMSHost Corporation is a wholly owned subsidiary of Autogrill. Given the absence of significant interests of other related parties, the transaction falls under the exemption set forth in Article 14, paragraph 2 Regulation 17221/2010 and in the procedures for related party transactions adopted by Autogrill.

The ATG/HMS Facility will be used by HMSHost Corporation, *inter alia*, to repay its indebtedness under the outstanding bank facility agreement entered into in 2021 and it has no substantial economic, equity and financial implications for Autogrill, considering that the terms of the ATG/HMS Facility are in line with those of the Downstream Facility. With regard to such terms and their fairness, reference is made to the content of the aforementioned Information Document.

For further information:

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