



AUTOGRILL S.p.A.

Registered office: Novara, Via Luigi Giulietti n. 9 – Secondary headquarters: Rozzano (MI), Centro Direzionale Milanofiori, Strada 5, Palazzo Z – Share capital: euro 132,288,000 fully paid in. – Novara Companies Register and tax code: 03091940266; VAT no.: 01630730032.

NOTICE OF SHAREHOLDERS' MEETING

Shareholders are hereby convened for an ordinary and extraordinary Shareholders' Meeting in Milan, Corso di Porta Vittoria 16 (Centro Congressi) at 10.30 am on 20th April 2010 (1st call) and if necessary at the same time and place on 27th April 2010 (2nd call), to discuss and vote on the following

AGENDA

Ordinary

1. Financial statements at 31st December 2009 and annual report; relative resolutions; presentation of the consolidated financial statements at 31st December 2009.
2. Authorization for the Board to trade in the Company's own shares, pursuant to art. 2357 and subs., Italian Civil Code, and art. 132, decree law 58/1998, up to a maximum of 12,720,000 shares; relative resolutions.
3. Approval of the 2010 Stock Option Plan for executive directors and employees of the Company and/or companies directly or indirectly controlled by it; relative resolutions.

Extraordinary

1. Divisible paid capital increase pursuant to art. 2439, clause 2, Civil Code, with exclusion of pre-emption rights under art. 2441, clauses 5 and 8, Civil Code, and art. 134, clause 2, decree law 58/1998, of up to euro 1,040,000 (plus additional paid in capital) to be made no later than 30th May 2015 by issue of up to 2,000,000 ordinary Autogrill shares, also in a number of *tranches*, with ordinary corporate rights, to be used exclusively and irrevocably for the 2010 Stock Option plan; consequent modification of art. 5 of the By-laws; relative resolutions.

ELIGIBILITY

Holders of shares with voting rights who lodge share certificates issued by their brokers at least 2 (two) business days before the Meeting are entitled to participate. Holders of shares that have not been electronically registered must first deliver their shares to an authorized broker within the aforementioned term, so that they can be entered in the centralized electronic management system, and apply for the relevant certificate.

Copies of share certificates may be used for proxy purposes by signing the power of attorney clause at the bottom of the certificate.



DOCUMENTATION

The annual financial report, the directors' reports on the proposals on the agenda, reports by the statutory auditors and KPMG S.p.A. and documents attached thereto, and the annual corporate governance report (including details of ownership structure) shall be made available to the public at the Company's registered office and secondary headquarters, at Borsa Italiana S.p.A. in Milan and on the Company's website (www.autogrill.com) at least fifteen days before the date of the Meeting (1st call):

Shareholders are entitled to a copy of such documentation.

OTHER PROVISIONS

The share capital consists of 254,400,000 ordinary shares, of which 254,274,859 have voting rights (the voting rights of the remaining 125,141 treasury shares are suspended by law).

Shareholders who singly or jointly hold at least 2.5% of the share capital may within five days of the first publication of this notice of meeting ask for additions to be made to the agenda and indicate in their application the subjects they propose for discussion.

To prove eligibility to take part in the Meeting or apply to make additions to the agenda, shareholders must personally submit copies of share certificates issued by their brokers, and/or post or fax (02 48266805) them to the Group's corporate affairs department (Centro Direzionale Milanofiori, Palazzo Z, Strada 5, 20089 Rozzano - MI).

The conduct of shareholders' meetings is disciplined by the Rules for Shareholders' Meetings approved by the ordinary meeting of the shareholders on 27th April 2004 and available on the Company's website.

Milan, 4th March 2010

for the Board of Directors

Gilberto Benetton

(Chairman)