



**NOTICE OF SHAREHOLDERS' MEETING**

Shareholders are hereby given notice of an ordinary Shareholders' Meeting to be held on 27 April 2006 (1<sup>st</sup> call), at 10.30 am, in Corso di Porta Vittoria 16 (Centro Congressi), Milan, and if necessary on 4<sup>th</sup> May 2004 (2<sup>nd</sup> call), same time and place, to discuss and vote on the following

## **AGENDA**

1. Financial statements at 31<sup>st</sup> December 2005 and annual report; resolutions. Presentation of the consolidated financial statements at 31<sup>st</sup> December 2005.

2. Appointment of a Board of Statutory Auditors:

- appointment of standing and reserve auditors;
- appointment of a chairman of the Board of Statutory Auditors;
- fixing of the Statutory Auditors' emoluments.

3. Engagement of external auditors for the six-year period 2006-2011.

4. Board of Directors' report on the proposed authorization (for the intents and purposes of art. 2357 Civil Code, 132 decree law 58/1998 and 144-bis Consob resolution 11971/99 and subsequent amendments) to purchase and dispose of up to 2,000,000 own shares, having first revoked the resolution voted by the Shareholders on 27<sup>th</sup> April 2005. Relative authorization for the Board. Resolutions.

Under art. 126-bis, decree law 58/1998, shareholders representing either individually or together at least one fortieth of the share capital with voting rights may within 5 (five) days of the issue of this Notice request further matter to be included in the agenda and state in their application the subject of such additional matter. Shareholders are reminded that they are not allowed to propose additional items for the agenda on subjects on which the Meeting votes, by law, on motions put forward by the directors or on the basis of a project or report they have prepared.

Applications must be delivered by hand or posted to the Legal and Corporate Affairs Department (Centro Direzionale Milanofiori, Palazzo Z, Strada 5, 20089 Rozzano -MI-), with a copy by fax 02 48266805.

Any additional items to the Meeting's agenda will be published as required by law.

## **ENTITLEMENT**

Shareholders who have lodged certificates issued by intermediaries as required by law at least 2 (two) days before the date set for the Meeting are entitled to participate. Holders of shares that have not been dematerialized must lodge them with an authorized intermediary for registration in the centralized automated securities management system and request issue of the relevant certificates in time to ensure compliance with the aforesaid term.

## **SUBMISSION OF LISTS FOR THE APPOINTMENT OF A NEW BOARD OF STATUTORY AUDITORS**

Under art. 19 of the by-laws, whereby statutory auditors may be appointed by list voting, any Shareholder or group of Shareholders representing at least 3% of the shares with voting rights at ordinary Shareholders' Meetings may submit a list of candidates.

The following must be delivered by hand or posted to the Legal and Corporate Affairs Department (Centro Direzionale Milanofiori, Palazzo Z, Strada 5, 20089 Rozzano - MI), with a copy by fax to 02 48266805,

a) by Shareholders and other holders of voting rights:

a1) lists in two sections, one for standing auditors and one for reserve auditors, at least 15 (fifteen) days before the date set for the 1<sup>st</sup> call Meeting;

a2) copy of certificates issued by their intermediaries proving entitlement to submit lists, at least 2 (two) days before the date set for the 1<sup>st</sup> call Meeting;

b) by statutory auditor candidates:

declarations in which they accept candidacy and ensure, under their own responsibility, that they are in no way ineligible or incompatible and that they possess the requisites contemplated by current law and the Company's by-laws for holding office; a CV including personal and professional characteristics and details of administration and control positions held in other companies pursuant to art. 2400 Civil Code as amended by law 262/2005, at least 2 (two) days before the date set for the 1<sup>st</sup> call Meeting.

Please note that in accordance with art. 148, decree law 58/1998 as amended by law 262/2005, whereby shareholders must appoint a chairman of the Board of Statutory Auditors from amongst those voted by the minority (standing auditors voted from minority lists, to be precise), the provision in art. 19 of the Company's by-laws, whereby the Board of Statutory Auditors must be chaired by the first candidate in the list that gets the most votes, will not apply.

## **DOCUMENTATION**

The following material will be available to the public at the Company's registered office and secondary headquarters and at the offices of Borsa Italiana S.p.A. in Piazza degli Affari 6, Milan:

• from 31<sup>st</sup> March 2006:

- draft statutory financial statements and consolidated financial statements, pursuant to paragraph 2, art. 82, Consob Resolution 11971, 14<sup>th</sup> May 1999 and subsequent amendments;
- Directors' report on the Company's compliance with the recommendations of the Code of Conduct for listed companies, pursuant to paragraph 2, section IA.2.14, Instructions for the Regulation of the Markets organized and managed by Borsa Italiana S.p.A.;

- from 12<sup>th</sup> April 2006:

- Directors' report setting out proposals in connection with the items on the agenda, pursuant to art. 3, Italian Justice Ministry decree 437, 5<sup>th</sup> November 1998;
- reports by the Board of Statutory Auditors and independent auditors Deloitte & Touche S.p.A., pursuant to art. 2429, Civil Code.

**- Directors' report in connection with their application for authorization to trade in the Company shares.**

Shareholders are entitled to receive a copy of this material, which can also be found on the Company's website: [www.autogrill.com](http://www.autogrill.com).

**For the Board of Directors**

**Chief Executive Officer**

**Gianmario Tondato Da Ruos**