



NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Subjects entitled to vote at Shareholders' Meetings of Autogrill S.p.A. are hereby convened for a Shareholders' Meeting (ordinary and extraordinary sessions) in Milan, Corso di Porta Vittoria 16 (Centro Congressi) at 10.00 am on 19th April 2012 (1st call) and if necessary at the same time and place on 26th April 2012 (2nd call), to discuss and vote on the following

AGENDA

Ordinary session

1. Financial statements at 31st December 2011 and annual report; proposal to pay a dividend drawing on (i) profits for the year, and (ii) a portion of prior year profits retained in the business; relative resolutions; presentation of the consolidated financial statements at 31st December 2011.
2. Appointment of a director pursuant to art. 2386, clause 1, Italian Civil Code, and art. 10, By-laws, and fixing of emoluments. Relative resolutions.
3. Appointment of a statutory audit committee: appointment of standing and reserve auditors and a chairman of the Committee, fixing of Committee members' emoluments.
4. Proposal to authorize 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 and to dispose of treasury shares; relative resolutions.
5. Report on the Group's remuneration policy and long-term incentive plans; relative resolutions.

Extraordinary session

1. Proposal to modify article 2 (Corporate purpose) of the By-laws; relative resolutions.

ELIGIBILITY FOR PARTICIPATION

Under current law, subjects whose authorized brokers have sent the Company the relevant notice proving entitlement as of 10th April 2012 (*record date*) are entitled to participate in and vote at the Shareholders' Meeting.

Subjects proving to be shareholders only subsequent to said date shall not be entitled to participate in or vote at the Shareholders' Meeting. Participation by shareholders in shareholders' meetings is disciplined by the provisions of the law and regulations and also by the provisions of the Company's current by-laws and Shareholders' Meeting Rules, which are available on the Company's website (www.autogrill.com - *governance* section).



Notice to the issuer is made by authorized brokers at the initiative of the subjects that are entitled to vote. Requests for prior notice or expenses for the formalities carried out by brokers are not chargeable to the Company.

SHARE CAPITAL AND VOTING SHARES

The share capital of Autogrill S.p.A. is Euro 132,288,000 divided into 254,400,000 ordinary shares of par value Euro 0.52, each of which carries the right to vote at the Company's ordinary and extraordinary shareholders' meetings. Voting rights on the 1,004,934 treasury shares held by the Company are legally suspended.

Information about the Company's share capital (number and categories of shares) is available on the Company's website (www.autogrill.com).

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Subjects entitled to vote at Shareholders' Meetings may ask questions about the items on the agenda also before Shareholders' Meetings. Questions must be submitted in writing by fax, registered letter with advice of receipt or e-mail to the following contacts: Autogrill S.p.A., Direzione Affari Legali e Societari di Gruppo, Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (MI), fax +39(02)48263464, e-mail societario@autogrill.net.

Questions submitted before a Shareholders' Meeting must be answered during the meeting at the latest. A single answer may be given to a number of questions of the same tenor. The Company reserves the right to answer questions in a special section of the Company's website.

ADDITIONS TO THE AGENDA

Shareholders representing at least 2.5% of the share capital, whether singly or jointly, may apply within ten days of publication of this notice of meeting to add items to the agenda of business to discuss and must specify in their application the items they propose.

Such application must be submitted in writing to the Company's Legal and Corporate Affairs department, Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (MI), together with notices issued by an authorized broker on the basis of its accounting records proving title to at least 2.5% of the share capital.

Additions to the list of matters to discuss are not allowed for matters on which the Shareholders' Meeting votes, by law, on motions put by the directors or on the basis of a draft or report drawn up by them. Notice of any additions to the agenda shall be given in the same manner as is required by law for notices of meetings and within the terms fixed by current law.

Shareholders applying to make additions to the agenda must draft and deliver to the board of directors, within the deadline for submission of their application, a report on the matters they are proposing to discuss. The report will be made available to the public, accompanied by eventual assessments made by the board of directors, at the same time as the



announcement of the addition.

APPOINTMENT OF A DIRECTOR

Regarding the 2nd item on the Agenda of the shareholders' meeting (ordinary session), it should be noted that for the purposes of appointing directors pursuant to art. 2386, clause 1, Italian Civil Code, and art. 10, By-laws, only shareholders who alone or together with other shareholders represent at least 1.5% of the share capital may submit candidates.

The deadline for filing lists with the Company's Legal and Corporate Affairs Department, Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (MI) is Sunday 25th March 2012 and this is to be understood as extended to Monday 26th March 2012, the first subsequent business day, by virtue of the general principle disciplining the calculation of deadlines referred to by Consob on a number of occasions. Brokers' certificates proving title to shareholdings as of the date on which the list is submitted must be filed by 29th March 2012.

Together with each list, declarations in which the individual candidates accept their candidacy and declare, under their own responsibility, that no causes of ineligibility or incompatibility exist and that the conditions required by law for the respective positions have been met, must be filed. Such declarations shall be filed along with candidates' CVs, providing personal and professional details and eventual requisites for independent directorships.

In line with the Code of Self Discipline for Listed Companies ("Issuers' Regulations", March 2006), the board of directors on 12th December 2007 adopted the independence criteria for directors identified by said Issuers' Regulations with the exception of Board membership of no more than nine of the last twelve years.

It should be noted that Consob recommends that shareholders presenting a "minority list" also file a declaration certifying "*absence of any of the connections, even indirect, referred to in art. 147-ter, clause 3, TUF, or art. 144-quinquies, Issuers' Regulations, with shareholders owning singly or jointly a controlling interest or relative majority as identifiable on the basis of notices of relevant equity investments as per art. 120, TUF, or of publication of shareholder agreements pursuant to art. 122, said Decree*", and specifying any relationships with said shareholders having a controlling interest or relative majority.

Proposed candidacies that do not meet the requirement indicated above will be deemed not to have been submitted.

Duly filed lists shall be made available to the public at the Company's registered office and secondary office and at Borsa Italiana S.p.A., as well as on the Company website (www.autogrill.com) by 29th March 2012. Any proposals made at the same time by shareholders submitting lists regarding the number, term of office and remuneration of the board of directors to be appointed shall be made public by the Company in the same manner.

APPOINTMENT OF A BOARD OF STATUTORY AUDITORS

Regarding the 3rd item on the Agenda of the shareholders' meeting (ordinary session), it



should be noted that for the purposes of appointing a Board of Statutory Auditors only shareholders who alone or together with other shareholders represent at least 1.5% of the share capital may submit lists of candidates.

The deadline for filing lists is Sunday 25th March 2012 and this is to be understood as extended to Monday 26th March 2012, the first subsequent business day, by virtue of the general principle disciplining the calculation of deadlines referred to by Consob on a number of occasions. Brokers' certificates proving title to shareholdings as of the date on which the list is submitted must be filed by 29th March 2012.

Lists and relative documentation must be filed with the Company's Legal and Corporate Affairs Department, Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (MI) by the above mentioned deadline; either by fax to +39(02)48263464 or e-mail to ***societario@autogrill.net***, in either case the accompanying message must indicate the identity of the subject wishing to make the filing and the sender's fax number and/or e-mail address.

No shareholder may submit or concur with other shareholders in submitting more than one list and no candidate may stand in more than one list, on pain of ineligibility. Candidates are listed progressively. The list consists of two sections, one showing the candidates for the office of standing auditor, the other showing the candidates for the office of reserve auditor.

The following must be filed along with the each list:

- information on the identity of the shareholders submitting the list, including the overall interest (%) they hold in the Company's share capital;
- a declaration by shareholders other than those who alone or jointly hold a controlling interest or relative majority attesting the non-existence of connections, as understood in art. 144-*quinquies*, Consob Regulation 11971, May 1999, with such controlling interest or relative majority; in this regard, shareholders obliged to file this declaration are also invited to comply with the recommendations made by Consob in communication DEM/9017893, 26th February 2009;
- declarations in which the individual candidates accept their candidacy and declare, under their own responsibility, that no causes of ineligibility or incompatibility exist and that they possess the requisites indicated in law and the by-laws for the respective positions, and
- CVs, for each candidate, providing personal and professional details.

Lists that do not meet the above conditions are deemed not to have been presented.

Meeting on 12th December 2007, the Board of Directors decided to apply to statutory auditors, in line with Issuers' Regulations, the same independence criteria as those adopted for directors, i.e. the requisites specified in said Issuers' Regulations, with the exception of Board membership of no more than nine of the last twelve years.

If only one list, or only lists submitted by shareholders that are connected for the purposes



of the aforementioned art. 144-*quinquies*, Consob Regulation 11971, May 1999 have been filed by 26th March 2012, lists may be submitted by shareholders who alone or together with other shareholders represent at least 0.75% of the share capital by 29th March 2012.

Duly filed lists shall be made available to the public at the Company's registered office and secondary office and at Borsa Italiana S.p.A., as well as on the Company website (www.autogrill.com - *governance* section – *shareholders' meetings*) by 29th March 2012. Any proposals made at the same time by shareholders submitting lists shall be made public by the Company in the same manner.

DOCUMENTATION

The following documentation shall be made available to the public, who may also request copies, at the Company's registered office and secondary office and at Borsa Italiana S.p.A., as well as on the Company website (www.autogrill.com - *governance* section – *shareholders' meeting*):

- by the term for publication of this notice of meeting, the board of directors' report on the Meeting's agenda, with the text of proposed resolutions;
- by 28th March 2012, the annual financial report, reports by the board of statutory auditors and the external audit firm and the documents attached thereto, as well as the annual report on corporate governance and ownership structure and the remuneration report;
- by 29th March 2012, reports by the board of directors illustrating their proposed modifications to the by-laws and the proposal for authorization to acquire and dispose of treasury shares on the agenda.

PROXY VOTING

Subjects entitled to vote may be represented at the Shareholders' Meeting, as allowed by law, by a written proxy. Proxy forms are available at the Company's registered office and secondary office and also, in a print version, on the Company's website (www.autogrill.com - *Corporate Governance* section - *Shareholders' Meetings*).

A representative may deliver or transmit a copy of the proxy, instead of the original, also electronically, with a declaration under his or her own responsibility that it is a true copy of the original and attestation of the identity of the delegator. The representative must keep the original of the proxy and record, for one year from the close of the proceedings of the meeting, any voting instructions received.

Proxies may be notified to the Company by post, fax or e-mail to the following contacts: Autogrill S.p.A., Direzione Affari Legali e Societari di Gruppo, Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (MI), telefax n. +39(02) 48263464, e-mail societario@autogrill.net. Prior notification does not release a representative, on accreditation for access to the meeting, from the obligation to attest, under his or her own responsibility, to the conformity of the proxy to the original or to the delegator's identity.

For the Shareholders' Meeting of which this document gives notice, the Company has designated



Gianfranco Veneziano (attorney) as the subject to whom those entitled to vote may confer proxy free of charge as allowed by law (the “**Designated Representative**”). Proxy conferred on the Designated Representative has no effect in respect of motions for which voting instructions have not been given. The form to be used for conferring proxy on the Designated Representative and the latter’s *curriculum vitae* are available at the Company’s registered office and secondary office and also, in a print version, on the Company’s website (www.autogrill.com - **Governance section / Shareholders’ Meetings**).

Duly compiled and signed proxy forms must be delivered to the Designated Representative by the end of the last but one trading day prior to the date fixed for the meeting, and therefore by 17th April 2012, by post, fax or *e-mail* to the following contacts: Avv. Gianfranco Veneziano, Via Michele Barozzi 1, 20122 Milano, telefax n.+39(02)77113260, e-mail: gianfranco.veneziano@beplex.com.

A notice issued by an authorized broker proving entitlement to participate in the Shareholders’ Meeting and exercise voting rights is also required in the case of conferment of proxy on the Designated Representative: without such notice the proxy will be considered null and void.

10th March 2012

Board of Directors

Gilberto Benetton

(Chairman)