



Press release

Group Corporate Communication
Centro Direzionale Milanofiori
Palazzo Z, Strada 5
20089 Rozzano (MI) – Italy

tel. + 39 02 4826 3250
e-mail: dir.com@autogrill.net
www.autogrill.com

CO-OPTATION OF SIX NEW DIRECTORS, FIVE OF WHOM ARE INDEPENDENT, AND PRELIMINARY ASSESSMENT ON THE APPOINTMENT OF THE NEW CEO

Milan, January 30, 2023 – Autogrill S.p.A. (Milan: AGL IM) announces that the Board of Directors met today and, in accordance with Article 2386, paragraph 1 of the Civil Code and with a resolution approved by the Board of Statutory Auditors, resolved to co-opt Bruno Chiomento, Francisco Javier Gavilan, Nicolas Giroto, Marella Moretti, Emanuela Trentin and Xavier Rossinyol Espel as new non-executive Directors effective on, and subject to the occurrence of, the transfer in favor of Dufry AG (“**Dufry**”) of the 50.3% stake in Autogrill held by Edizione S.p.A. through its wholly owned subsidiary Schema Beta S.p.A. (the “**Transfer**”), as described in the press release dated January 23, 2023, to replace the Directors who resigned from their respective offices effective as above.

The newly appointed Directors, that will therefore take office upon completion of the Transfer, will remain in charge until the next Shareholders’ Meeting according to Article 2386 of the Civil Code.

The Board of Directors unanimously expressed their sincere thanks to the resigning Directors for their activity within the Board during the past years and, in particular, to the Chief Executive Officer Gianmario Tondato Da Ruos, who has worked for Autogrill Group since 2000, for the important work done over the years and the crucial role he has played in the growth of the Autogrill Group.

Based on the information provided by the newly appointed Directors, the Board of Directors ascertained that Bruno Chiomento, Francisco Javier Gavilan, Nicolas Giroto, Marella Moretti, and Emanuela Trentin are independent pursuant to the Consolidated Financial Act and the Corporate Governance Code, as implemented in the Company’s by-laws and the Board of Directors Regulations.

Based on the information provided by the newly appointed directors and to the Company’s knowledge, Bruno Chiomento, Francisco Javier Gavilan, Nicolas Giroto, Marella Moretti, Emanuela Trentin, and Xavier Rossinyol Espel do not hold, directly or indirectly, any share and/or equity interests in the Company.

The Board of Directors, upon the prior favorable opinion of the Human Resources Committee, has made a preliminary positive assessment of the communication by Schema Beta to Autogrill of Dufry’s indication to appoint Mr. Paolo Roverato as the new Chief Executive Officer of Autogrill (as per the press releases published on January 23, 2023).



Press release

Group Corporate Communication
Centro Direzionale Milanofiori
Palazzo Z, Strada 5
20089 Rozzano (MI) – Italy

tel. + 39 02 4826 3250
e-mail: dir.com@autogrill.net
www.autogrill.com

The appointment of Mr. Paolo Roverato as the new Chief Executive Officer of Autogrill, as well as the appointment of the new Chairman and the resolutions on the new Committees' composition, will be brought to the attention of the Board of Directors at a forthcoming meeting, which is expected to be held in the next few days.

The *curricula vitae* of the co-opted Directors will be made available on the Company website www.autogrill.com on the date they will take office upon completion of the Transfer.

The Board of Directors of the Company, upon the proposal of the Human Resources Committee and with the favorable opinion of the Board of Statutory Auditors, has also taken the necessary resolutions regarding the remuneration to be paid to Mr. Gianmario Tondato Da Ruos following his resignation from the role of Chief Executive Officer effective from, and subject to, the occurrence of the Transfer (see the press release dated January 23rd).

In particular, in implementing the resolutions adopted at the time of appointment and attribution of the powers and the provisions of the contractual agreements in place with Mr. Gianmario Tondato Da Ruos, whose economic elements are described in the Remuneration Policy contained in the Report on the Remuneration Policy and Fees Paid published by the Company, most recently approved - pursuant to art. 123-ter TUF - by the Company's Shareholders' Meeting on 26 May 2022, Mr. Gianmario Tondato Da Ruos will receive a TFM (termination indemnity) equal to gross Euro 2,000,000 in addition to the usual post-employment payments, following the termination of the office of Chief Executive Officer and General Manager. In addition to that, Mr. Gianmario Tondato Da Ruos will receive a gross amount of Euro 851,000 as a variable compensation linked to the short-term incentive plan MbO 2022, in connection with the termination of the office of Chief Executive Officer.

As regards the long-term variable incentive plan, the Chief Executive Officer Mr. Tondato da Ruos is the beneficiary of the three Waves of the "Performance Share Unit Plan 2021" (the "Plan") approved by the shareholders' meeting on 23 April 2021. The rights attributed to all beneficiaries of the Plan will mature in accordance with the acceleration mechanism of the Plan envisaged in the related regulation for the hypothesis of change of control, with the consequent attribution of a number of shares to be calculated on the date of completion of the Transfer.

It is also envisaged that Mr. Tondato Da Ruos is bound by a non-competition agreement with the Company and the other Group companies concerning carrying out activities on behalf of companies that operate, with a turnover equal to or greater than Euro 100,000,000.00 (one hundred million Euros/00), in concession catering at airports, motorways, stadiums, and railway and port stations for 18 months, for a consideration equal to gross Euro 2,750,000.



Press release

Group Corporate Communication
Centro Direzionale Milanofiori
Palazzo Z, Strada 5
20089 Rozzano (MI) – Italy

tel. + 39 02 4826 3250
e-mail: dir.com@autogrill.net
www.autogrill.com

All amounts - except the aforementioned rights maintained under the long-term variable incentive Plan - will be paid with the accruals for the month of February 2023.

In the context of the termination of the relationships as Chief Executive Officer and General Manager of Mr. Tondato Da Ruos, it is also contemplated that the Company and Mr. Tondato Da Ruos mutually renounce any claim or action either directly or indirectly connected to the offices and the relative termination.

In compliance with the provisions of Consob Regulation no. 17221/2010 on related parties' transactions, it should be noted that the payment to Mr. Gianmario Tondato Da Ruos of the above-mentioned severance pay and short-term variable compensation, as well as the shares deriving from the Plan, fall within the cases which are exempted from the application of the "related parties transactions" procedure adopted by the Company, in compliance with the provisions of Consob Regulation no. 17221/2010/.

For further information:

Group Corporate Communication
T: +39 02 4826 3250
dir.com@autogrill.net

Lorenza Rivabene

Group Strategy, Planning & Control Director

lorenza.rivabene@autogrill.net

Emanuele Isella

Group Investor Relations & Sustainability Reporting Manager

T: +39 02 4826 3617

emanuele.isella@autogrill.net