



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

*This announcement is not being made in and copies of it may not be released, published, distributed or sent, directly or indirectly, into the United States, the United Kingdom, Canada, Australia or Japan or in any other jurisdiction in which offers or sales would be prohibited by applicable law.*

*This announcement does not constitute an offer of securities for sale or a solicitation of an offer to purchase or subscribe securities of Autogrill S.p.A. in the United States or any other jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Autogrill S.p.A. does not intend to register any of the securities in the United States or to conduct a public offering of the securities in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from Autogrill S.p.A. and that will contain detailed information about the Company and management, as well as financial statements. There is no intention to register any securities referred to herein in the United States or to make a public offering of such securities in the United States.*

*This communication does not constitute an offer of the Securities to the public in the United Kingdom. No prospectus has been or will be approved in the United Kingdom in respect of the Securities. In the United Kingdom, this communication is being distributed to and is directed only at “qualified investors” (as defined in Article 2(e) of Regulation (EU) 2017/1129 as it forms part of English law by virtue of the European Union (Withdrawal) Act 2018) who are also (i) persons who are investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”) or (ii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “**Relevant Persons**”). Any investment activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.*

\*\*\*

## **Autogrill: clarification about press rumours**

Milan, 07 July 2021 – With regards to the news published by some media press earlier today, Autogrill S.p.A. would like to point out that, while confirming to remain open to evaluate any potential market opportunity in order to achieve its strategic goals, no extraordinary transaction is currently being examined by the Company’s Board of Directors.

In addition, Autogrill would like to point out that, as better described in its Prospectus dated 11<sup>th</sup> June 2021 related to the recent capital increase, it intends to further strengthen its global leadership in the coming years through a clear strategy aimed at:

- Building on recovery, optimizing the Group concession portfolio;
- Strengthening the Group business model; and
- Making Autogrill capital structure more flexible.



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 recent ca. 600 million euro capital increase is one of the measures that the Board of Directors is taking to achieve Autogrill Group's strategic goals.

\*\*\*

*This announcement has been prepared on the basis that any offer of securities in any Member State of the European Economic Area (“EEA”) which has implemented the Regulation No. 2017/1129 (the “Prospectus Regulation”), will be made on the basis of a prospectus approved by the competent authority and published in accordance with the Prospectus Regulation and/or pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of securities. Any public offering will be conducted in Italy pursuant to a prospectus, duly authorized by Consob in accordance with applicable regulations.*

*This document is not a prospectus for the purposes of the Prospectus Regulation. A prospectus prepared pursuant to the Prospectus Regulation was published on 11<sup>th</sup> June 2021 on the Company's website. Investors should not subscribe for any securities referred to in this document except on the basis of the information contained in the prospectus.*

*Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the pre-emptive subscription rights (the “Rights”) and the new ordinary shares (the “New Shares”) have been subject to a product approval process, which has determined that such Rights and New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Rights and the New Shares (as defined in the offering materials) may decline and investors could lose all or part of their investment; the Rights and the New Shares offer no guaranteed income and no capital protection; and an investment in the Rights and the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Rights Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Rights and the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Rights and the New Shares and determining appropriate distribution channels.*

*The Underwriters are each acting exclusively for Autogrill S.p.A. in the transaction referred to in this announcement and for no-one else in connection with any transaction mentioned in this*



**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](mailto:dir.com@autogrill.net)  
[www.autogrill.com](http://www.autogrill.com)

*announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement. The contents of this announcement have not been verified by the Underwriters.*

**For further information:**

Simona Gelpi  
Head of Group Corporate  
Communication  
T: +39 02 4826 3209  
[simona.gelpi@autogrill.net](mailto:simona.gelpi@autogrill.net)

Lorenza Rivabene  
Group Corporate Development, M&A and Investor  
Relations Director  
T: +39 02 4826 3525  
[lorenza.rivabene@autogrill.net](mailto:lorenza.rivabene@autogrill.net)