



NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING

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Subjects entitled to vote at the Shareholders' Meeting of Autogrill S.p.A. are hereby convened for an ordinary and extraordinary meeting in Milan, Corso di Porta Vittoria 16 (Centro Congressi) at 10.30 a.m. on 21st April 2011 (1st call) and if necessary at the same time and place on 28th April 2011 (2nd call), to discuss and vote on the following

AGENDA

Ordinary items

1. Financial statements at 31st December 2010 and annual report; relevant resolutions; presentation of the consolidated financial statements at 31st December 2010.
2. Appointment of Directors pursuant to art. 10 of the Company's by-laws and subject to prior decision as to their number and term of office. Fixing of remuneration.
3. Long-term incentive plan ("*Autogrill New Leadership Team Long Term Incentive Plan - L-LTIP*") for the Group's top management; relevant resolutions.
4. Proposal to authorize the Board of Directors to buy-back and dispose of Company's own shares, pursuant to art. 2357 and subs., Italian Civil Code, and art. 132, law decree 58/1998, up to a maximum of 12,720,000 shares; relevant resolutions.
5. Proposal to modify articles 2, 3, 4, 6, 8 and 9 of the Shareholders' Meeting Rules; relevant resolutions.

Extraordinary items

1. Proposals to modify articles 5 (Share capital), 7 (Notice of and rights of participation in and proxy at Shareholders' Meetings), 8 (Constitution of Shareholders' Meetings and validity of resolutions), 11 (Remuneration of Directors and members of the possible Executive Committee) and 15 (Board of Directors' powers) of the Company's by-laws; relevant resolutions.
2. Proposal to authorize the Board of Directors, pursuant to art. 2443, Italian Civil Code, for a period of five years after the date of resolution to make a divisible gratuitous capital increase under art. 2439, Italian Civil Code, of up to Euro 1,820,000 nominal value by issue of up to 3,500,000 ordinary Autogrill shares, with normal dividend rights, to be used exclusively and irrevocably to serve incentive plans for the Group's top management; consequent modification of art. 5 of the Company's by-laws; relevant resolutions.

ELIGIBILITY FOR PARTICIPATION

Under current law, subjects whose authorized brokers have sent the Company the relevant statement proving entitlement as of 12th April 2011 (*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 applicable 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).

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 Euro 0.52 nominal value, each of which carries the right to vote at the Company's ordinary and extraordinary shareholders' meetings. Voting rights on the 125,141 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' Meeting may ask questions about the items on the agenda also before the Shareholders' Meeting. Questions must be submitted in writing by facsimile, registered letter with advice of receipt or e-mail to the following contacts: Autogrill S.p.A., Direzione Affari Legali e Societari di Gruppo (Group Legal and Corporate Affairs Department), Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (MI), fax +39(02)48263464, e-mail societario@autogrill.net.

Questions submitted before the Shareholders' Meeting shall be answered during the Meeting at the latest. A single answer may be given to a number of questions on the same item. 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 Company's share capital, whether severally or jointly, may apply within ten days of publication of this notice of call to add items to the agenda of the Meeting and must specify in their application the further 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 statements 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 items to be discussed are not allowed for matters on which the Shareholders' Meeting votes, by law, on motions submitted by the Board of 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 required by law for notices of call 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, together with possible assessments made by the Board of Directors, at the same time as the announcement of the addition.

APPOINTMENT OF THE BOARD OF DIRECTORS

Lists of candidates for directorships may be presented by Shareholders who, alone or together with other Shareholders, represent at least 1.5% of the share capital.

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 27th March 2011 and has to be deemed extended to Monday 28th March 2011, 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' statements proving title to required shareholdings as of the date on which the list is submitted must be filed by 31st March 2011.

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 possible requisites for independent directorships.

In line with Issuers' Corporate Governance Code, the Board of Directors on 12th December 2007 adopted the independence criteria for directors identified by said Issuers' Corporate Governance Code with the exception of Board membership for more than nine over the last twelve years.

It should be noted that Consob recommends that Shareholders presenting a "minority list" also file a declaration stating that there are "none of the connections, even indirect, referred to in art. 147-ter, clause 3, TUF, or art. 144-quinquies, Issuers' Corporate Governance Code, with shareholders owning, severally or jointly, a controlling interest or relative majority as identifiable on the basis of notices of considerable 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.

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 31st March 2011. 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.

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 - *Corporate Governance/Shareholders' Meeting* section):

- as of today, the Board of Directors' report on the Meeting's agenda, with the text of proposed resolutions, and also the information document and report on allocation of financial instruments to Company and Group executives, employees and collaborators;
- by 30th March 2011, the annual financial report, reports by the statutory audit committee and the external audit firm and the documents attached thereto, as well as the annual report on corporate governance and ownership structure;
- by 31st March 2011, reports by the Board of Directors illustrating their proposed modifications to the Company's 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 printable version, on the Company's website (www.autogrill.com - *Corporate Governance/Shareholders' Meeting* section).

A delegate may deliver or transmit a copy of the proxy, instead of the original, also electronically, with a declaration under his/her own responsibility that it is a true copy of the original and attesting the identity of the delegant. The representative must keep the original of the proxy and record, for one year after the close of the proceedings of the Shareholders' 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/her own responsibility, the conformity of the proxy to the original and to the delegant's identity.

For the Shareholders' Meeting of which this document gives notice, the Company has designated Mr. 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 printable version, on the Company's website (www.autogrill.com - *Corporate Governance/Shareholders' Meeting* section)

Duly filled-in and signed proxy forms must be delivered to the Designated Representative by the end of the second-last trading day prior to the date of the 1st call for the Meeting, and therefore by 19th April 2011, 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 statement issued by an authorized broker proving entitlement to participate in the Shareholders' Meeting and to exercise voting rights is also required in case of proxy conferred on the Designated Representative; failing such statement, the proxy will be considered null and void.

11th March 2011

for the Board of Directors
Gilberto Benetton
(Chairman)