



NOTICE OF SHAREHOLDERS' MEETING

Shareholders are hereby convened for an Ordinary Shareholders' Meeting in Milan, Corso di Porta Vittoria 16 (Centro Congressi) at 10.30 am on 21st April 2009 (1st call) and if necessary at the same time and place on 28th April (2nd call), to discuss and vote on the following

AGENDA:

- 1 Financial statements at 31st December 2008 and annual report and relative resolutions; presentation of the consolidated financial statements at 31st December 2008.
- 2 Appointment of a board of statutory auditors:
 - appointment of standing and reserve auditors;
 - appointment of a chairman of the board of statutory auditors;
 - definition of the statutory auditors' fees.
- 3 Directors' report on a proposal for new authorization to trade in 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 own shares; relative authorization for the Board; relative resolutions.

ELIGIBILITY

Holders of shares with voting rights who lodge share certificates issued by their brokers at least 2 (two) business days before the Meeting are entitled to participate. Holders of shares that have not been electronically registered must first consign their shares to an authorized broker within the aforementioned term, so that they can be entered in the centralized electronic management system, and apply for the relevant certificate.

DOCUMENTATION

The following documentation will be made available to the public at the Company's headquarters and Borsa Italiana S.p.A. in Milan and on the Company's website (www.autogrill.com) within the respective legal terms:

- draft financial statements of the Group parent company and the consolidated statements at 31.12.2008;
- reports by the statutory auditors and KPMG S.p.A.;
- directors' report on the proposal to authorize acquisition and disposal of own shares;
- directors' report on the Company's adoption of the Listed Companies Code of Self-discipline.

Shareholders are entitled to a copy of such documentation.



SUBMISSION OF LISTS

With reference to item 2) on the agenda, pursuant to art. 20 of the by-laws, which provides that statutory auditors be appointed from lists, shareholders who singly or together represent at least 1.5% of the share capital may submit a list of candidates. No shareholder may submit or join others in submitting more than one list, on pain of ineligibility. Lists must not contain more names than the number of auditors to elect and the names must be numbered progressively. Each list must have two sections: one for standing auditors and one of reserve auditors. Such lists must be filed with the Company's Group corporate affairs department (Centro Direzionale Milanofiori, Palazzo Z, Strada 5, 20089 Rozzano - MI) by 6th April and must be accompanied by:

- information on the identity of the shareholders who submitted the lists, including their total interest (%) in the Company and certification issued by their authorized brokers proving ownership of such shareholding;
- a declaration by shareholders other than those who whether singly or jointly hold a controlling interest or relative majority proving they have no connection, as defined in art. 144-*quinquies*, Consob Regulations 11971 (14th May 1999), with said controlling interest or relative majority; shareholders required to make this declaration are also invited to comply with the recommendations in Consob communication DEM/9017893, 26th February 2009;
- statements by individual candidates in which they accept candidacy and declare, under their own responsibility, that there are no causes of ineligibility or incompatibility and that they have the requisites for holding the post indicated in the current by-laws; attached to such statements, a personal and professional profile.

Lists failing to meet the foregoing conditions will be ignored.

In line with the Listed Companies Code of Self-discipline, the board meeting on 12th December 2007 adopted the requisites of independence for statutory auditors indicated in the Code except for the one regarding the holding of office for over nine years in the last 12.

In the event that on 6th April only one list has been submitted or if lists have only been submitted by shareholders who are connected as defined in the aforementioned art. 144-*quinquies*, Consob Regulations 11971 (14th May 1999), lists may be submitted by shareholders who singly or collectively represent at least 0.75% of the share capital up until 11th April.

Further provisions regarding submission of lists may be found in the relevant provisions of law and in the aforementioned art. 20 of the Company's by-laws, which can be consulted on the Company website.



OTHER PROVISIONS

Shareholders who singly or jointly hold at least 2.5% of the share capital may within five days of the first publication of this notice of meeting ask for additions to be made to the agenda and indicate in their application the subjects they propose for discussion. Such applications must be submitted personally or posted or faxed (02 48266805) to the Group corporate affairs department (Centro Direzionale Milanofiori, Palazzo Z, Strada 5, 20089 Rozzano - MI) accompanied by copies of share certificates issued by their brokers.

The conduct of shareholders' meetings is disciplined by the Rules for Shareholders' Meetings approved by the ordinary meeting of the shareholders on 27th April 2004 and available on the Company's website.

Milano, 12th March 2009

for the Board of Directors
Gilberto Benetton
(Chairman)