



COURTESY TRANSLATION

2018
Corporate Governance and Ownership Report

pursuant to art. 123 bis of Legislative Decree No. 58 of 24 February 1998
(traditional administration and control model)

Issuer: Autogrill S.p.A.
Website: www.autogrill.com
Year referred to in Report: 2018
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CORPORATE GOVERNANCE AND OWNERSHIP REPORT

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GLOSSARY

Auditor(s): individually or collectively, as applicable, the members of the Board of Statutory Auditors.

Autogrill or the **Company** or the **Group parent company** or the **Issuer:** Autogrill S.p.A.

Autogrill Code: the self-regulatory code adopted by the Board of Directors based on a proposal of the Control, Risk and Corporate Governance Committee, as most recently amended on 18 December 2018.

Autogrill Europe: Autogrill Europe S.p.A.

Autogrill Group or **Group:** collectively Autogrill and its subsidiaries.

Autogrill Italia: Autogrill Italia S.p.A.

Autogrill Servizi: Autogrill Advanced Business Service S.p.A.

Board of Directors or **Board:** Autogrill's Board of Directors.

Board of Statutory Auditors: Autogrill's Board of Statutory Auditors.

Borsa Italiana: "Borsa Italiana S.p.A.", the Italian Stock Exchange.

Bylaws: Autogrill's by-laws as approved on 24 April 2007 and subsequently amended and updated, most recently with the resolution of the Board of Directors of 12 May 2016.

Chairperson: the chairperson of Autogrill's Board of Directors.

Chief Executive Officer and/or Group's CEO: the Managing Director or Chief Executive Officer of Autogrill.

Chief Internal Audit Executive: the person in charge with Autogrill's Internal Audit function, appointed pursuant to the application criterion 7.C.5. of the Self-Regulatory Code.

Civ. Code or **C.C.:** Italian Civil Code.

Code of Ethics: the Code of Ethics adopted by Autogrill and Group companies since 2002, as replaced by the new version approved by the Board of Directors in the meeting held on 14 April 2016 and later approved by the boards of directors of its Subsidiaries.

Committees: collectively, the committees created within the Board of Directors.

CONSOB: *Commissione Nazionale per le Società e la Borsa* [equivalent to the SEC].

Control, Risk and Corporate Governance Committee: Autogrill's control, risk and corporate governance committee created within the Board of Directors pursuant to Principle 7.P.4. of the Self-Regulatory Code.

Control and Risk Management System: Autogrill's internal control and risk management system.

Control and Risk Management System Director: director designated as responsible for the Risk and Control System, appointed by Autogrill pursuant to Principle 7.P.3.a)(i) of the Self-Regulatory Code.

Corporate Governance Committee: the corporate governance committee created, in its current configuration, in June 2011 by trade associations (ABI, ANIA, Assonime, Confindustria) and professional investor associations (Assogestioni) together with Borsa Italiana.

Director(s): individually or collectively, depending on the case, the members of Autogrill's Board of Directors.

Draft Financial Statements: the draft financial statements of the Company for the year ended 31 December 2018.

Edizione: Edizione S.r.l., the company that holds the entire share capital of Schematrentaquattro.

European Business: the corporate line of business transferred by Autogrill to Autogrill Europe in the framework of the Reorganization Operation, as better described in paragraph 1 of this Report.

Financial Reporting Manager: the person charged with preparing the Company's accounting documents, appointed by the Board of Directors as required by art. 154-*bis* of TUF and by art. 18 of the Bylaws.

HMSHost: HMSHost Corporation, the company based in the United States, whose entire share capital is owned by Autogrill.

Human Resources Committee: committee for human resources set up within the Board of Directors pursuant to Principle 6.P.3. of the Self-Regulatory Code.

Independent Auditors: external company, whose task is to audit Autogrill's accounts.

Internal Dealing Procedure: the internal dealing procedure adopted by the Board of Directors in its meeting held on 30 June 2016, in conformity with art. 19 of MAR and art. 114 of TUF and in compliance with articles 152-*sexies* through 152-*octies* of the Issuers' Regulations.

Issuers' Regulations: rules for issuers promulgated by CONSOB under resolution 11971 of 14 May 1999 (as subsequently amended).

Italian Business: the corporate line of business transferred by Autogrill to Autogrill Italia in the framework of the Reorganization Operation, as better described in paragraph 1 of this Report.

Law No. 120/2011: Law No. 120 of 12 July 2011 (“Amendments to the Unified Text on finance-related intermediation under Legislative Decree 24 February 1998, No. 58, concerning equal access to the administrative and oversight bodies of quoted companies”).

Law No. 262 Model: the administrative & accounting compliance model envisaged by the Investor Protection Law.

Law No. 262/2005 or Investor Protection Law: Law no. 262 of 28 December 2005 (“Provisions for the protection of investors and the control of financial markets”).

Legislative Decree (L.D.) 231/2001: Legislative Decree No. 231 of 8 June 2001, as subsequently amended (“Regulation of the administrative responsibility of legal persons, companies and associations even not having a legal status, pursuant to art. 11 of Law No. 300 of 29 September 2000”).

List A: the list of 13 candidates presented by the shareholder Schematrentaquattro, for the appointment of the new members of the Board of Directors, as decided by the Shareholders’ Meeting on 25 May 2017.

List B: the list of 3 candidates presented by 16 shareholders–investment fund administrators for the appointment of the new members of the Board of Directors, as decided by the Shareholders’ Meeting on 25 May 2017.

MAR or Market Abuse Regulation: the (EU) Regulation No. 596/2014 of the European Parliament and the Council of 16 April 2014 on market abuse.

Meeting Regulations: the rules to be followed by Autogrill for its meetings, approved by the Meeting and most recently amended through the resolution of 21 April 2011.

Meeting or Shareholders’ Meeting: the meeting of Autogrill shareholders.

Model or Model No. 231: the organisation, management and control model required by Legislative Decree No. 231/2001, adopted by the Board of Directors on 6 November 2002, as subsequently amended and supplemented, most recently on 27 July 2018.

MTA: the online stock market organized and managed by Borsa Italiana.

Privileged Information Procedure: the procedure for the disclosure of privileged information to the market adopted by the Board of Directors in conformity with Chapter 2 and Chapter 3 of MAR, and Part IV, Title III, Chapter I of TUF, as well as in compliance with Part III, Title II, Chapter I and Chapter II, Section I of the Issuers’ Regulations, as last amended during the Board meeting on 14 March 2019.

Related-Party Transaction Committee or RPT Committee: committee for transactions between related parties set up within the Board of Directors pursuant to the Related-Party Transaction Regulations.

Related-Party Transaction Regulations: the regulations on related party transactions issued by CONSOB under resolution 17221 of 12 March 2010 (as subsequently amended).

Remuneration Report: report on remuneration prepared pursuant to art. 123-*ter* of TUF and art. 84-*quater* of the Issuers' Regulations and in compliance with Schedule No. 7-*bis* of Annex 3A to the same Issuers' Regulations.

Reorganization Effective Date: 1 January 2018.

Reorganization Operation or Reorganization: the corporate reorganization operation carried out by Autogrill through the contribution in kind of the Europe, Italy and Services Businesses to Autogrill Europe, Autogrill Italia and Autogrill Servizi, respectively, with effect from the Reorganization Effective Date.

Report: this report on corporate governance and ownership structures, drafted pursuant to art. 123-*bis* of TUF.

RPT Procedure: the Related-Party Transaction Procedure approved by the Board of Directors pursuant to the Related-Party Regulations, as amended and updated from time to time.

Rules of Conduct of the Board of Statutory Auditors for Listed Companies: the rules of conduct of the Board of Statutory Auditors for listed companies prepared by the Working Group in charge of reviewing the Rules of Conduct of the Board of Statutory Auditors for Listed Companies - Administration and Control System Division of the National Council of Chartered Accountants and Accounting Experts, as last amended on 26 April 2018.

Schematrentaquattro: Schematrentaquattro S.p.A., a company whose capital is entirely held by Edizione S.r.l. and which directly controls Autogrill pursuant to art. 2359, paragraph 1, No. 1 of the Italian Civil Code, since it holds a 50.1% stake in its share capital.

Self-regulatory Code or Code: the self-regulatory code for listed companies approved by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria. This Code is available for the public on the website of Borsa Italiana (www.borsaitaliana.it), as most recently amended in July 2018.

Services Business: the corporate line of business transferred by Autogrill to Autogrill Advanced Business Service S.p.A. in the framework of the Reorganization Operation, as better described in paragraph 1 of this Report.

Shareholders: Autogrill's Shareholders.

Stock Option Plan: the stock option plan approved and subsequently amended by the Shareholders' Meeting through decisions taken on 20 April 2010 and 6 June 2013, respectively.

Strategy and Investment Committee: committee for strategies and investments set up within the Board of Directors.

Subsidiaries: entities under the direct or indirect control of Autogrill pursuant to art. 2359 C.C. and art. 93 of TUF.

Transferees: Autogrill Europe, Autogrill Italia and Autogrill Servizi, collectively considered.

TUF (Testo Unico della Finanza): Legislative Decree No. 58 of 24 February 1998 ("Consolidated Finance Act"), as subsequently amended.

231 Supervisory Committee: body in charge of control over the operation of and compliance with the Model, set up by Autogrill's Board of Directors pursuant to Legislative Decree No. 231/2001.

2018 Performance Share Units Plan: the share incentive plan based on Autogrill's ordinary shares, reserved for Autogrill's employees and/or Directors holding particular offices, and approved by the Shareholders' Meeting through a resolution dated 24 May 2018.

2019 Recommendations: the recommendations prepared by the Corporate Governance Committee for 2019. They are contained in a document entitled "Committee's Recommendations for 2019" that is attached to the letter sent by the Chairperson of the Corporate Governance Committee to the chairpersons of management bodies and, for information, to the CEOs and chairpersons of the supervisory bodies of Italian listed companies on 21 December 2018.

Year or Business Year: the financial year 2018 referred to in this Report.

1. PROFILE OF ISSUER

Introduction

*Autogrill Group
and its Mission*

Autogrill S.p.A. ("**Autogrill**" or the "**Company**") is the parent of a complex international group operating across 4 continents and with more than 60,000 collaborators (the "**Group**" or "**Autogrill Group**"). Autogrill Group is the first global leader in the travel catering licence services, with sales channels mainly consisting of airports, motorways and railway stations.

Its corporate mission is to offer quality restaurant services to people on the move and develop a diversified product offer locally, combining local identities and national or international brands, showing due respect for cultural diversity and the natural environment.

It should be noted that, with effect from 1 January 2018 (the "**Reorganization Effective Date**"), Autogrill carried out a reorganization operation aimed at separating the Group's centralized management and guidance activities from the Food & Beverage operational activities in Italy and from the coordination and service functions performed by the Company for its European Subsidiaries (the "**Reorganization Operation**" or the "**Reorganization**"). Through this Reorganization Operation, Autogrill mainly aimed at pursuing the following objectives:

- ✓ redefine the Group's corporate structure in line with its highly international and multi-channel nature and with the current organizational structure;
- ✓ ensure a governance that is increasingly responsive to the needs of an efficient and effective management of individual businesses;
- ✓ communicate the Group's positioning more clearly to investors, fostering an even better understanding of individual business areas; and
- ✓ allow greater flexibility to the Group in order to focus management on the specific objectives of individual areas and the identification of possible structural efficiencies and to better develop any alliances/joint ventures in the different business areas.

The Reorganization Operation was carried out through the contribution in kind of three corporate lines of business owned by Autogrill to three different limited liability companies, whose share capital was entirely held by the Company, to pay for capital increases approved by said Subsidiaries, with the simultaneous transformation of these companies into joint-stock companies. In particular, with effect from the Reorganization Effective date:

- ✓ Autogrill Italia S.r.l. acquired the ownership of Autogrill's line of business relating to motorway and airport concessions, activities in railway stations and urban centres in Italy, the supply of food and beverages, the retail sale of food and non-food products and the

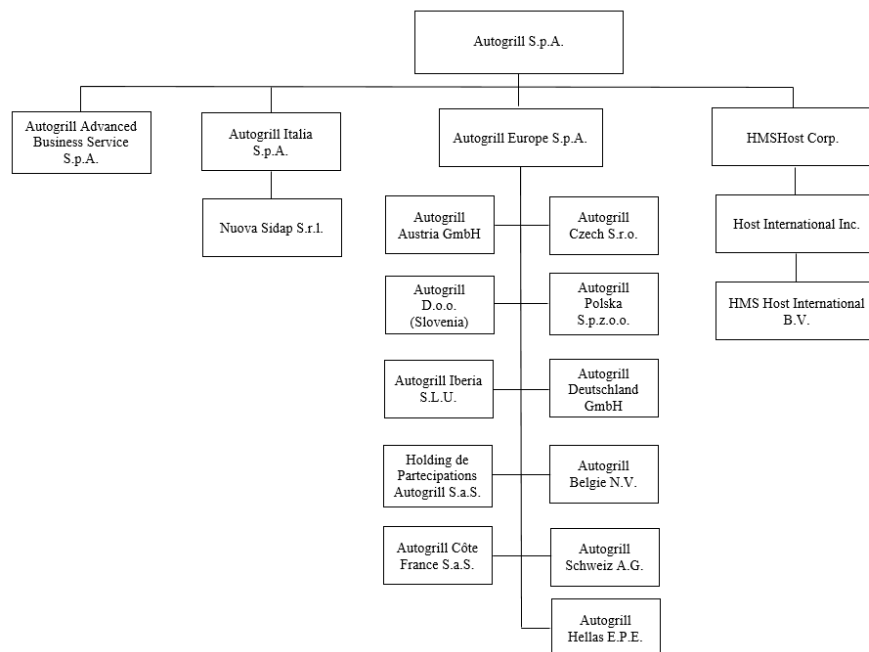
distribution of fuels and lubricants (the "**Italian Business**") and transformed into a joint-stock company with a share capital of 68,688,000 Euros, taking at the same time the company name of "Autogrill Italia S.p.A.";

- ✓ GTA S.r.l. acquired the ownership of the line of business including: a) the structures responsible for coordinating the activities operating in Southern Europe and Continental Europe (including Italy); and b) the 100% equity interests in Autogrill Austria GmbH (Austria), Autogrill België NV (Belgium), Autogrill Czech s.r.o. (Czech Republic), Holding de Participations Autogrill S.a.s. (France), Autogrill Deutschland GmbH (Germany), Autogrill Hellas Single Member Limited Liability Company (Greece), Autogrill Polska Sp. z o.o. (Poland), Autogrill gostinstvo in trgovinad.o.o. (Slovenia), Autogrill Iberia S.L.U. (Spain) and Autogrill Schweiz A.G. (Switzerland) (the "**European Business**") and transformed into a joint-stock company with a share capital of 50,000,000 Euros, taking at the same time the company name of "Autogrill Europe S.p.A."; and
- ✓ Autogrill Advanced Business Service S.r.l. acquired the ownership of the line of business relating to support and service activities for Autogrill Group's companies (the "**Services Business**") and transformed into a joint-stock company with a share capital of 1,000,000 Euros, taking at the same time the company name of "Autogrill Advanced Business Service S.p.A."

As a consequence of the Reorganization Operation and from the Reorganization Effective Date, therefore, Autogrill mainly operates as an industrial holding of the Group that directly controls the Transferees and, indirectly through Autogrill Europe, controls the companies belonging to the European Business.

Autogrill has also maintained direct and indirect control of the remaining activities in the rest of the world (especially in the United States), which account for more than 60% of Autogrill Group's turnover.

Here below is the simplified representation of the Group's corporate structure.



It should be noted that all the Subsidiaries represented in the above chart are entirely held, directly or indirectly, by the Issuer, with the exception of Host International Inc. (in which HMSHost Corp. holds all the shares except for three special category shares) and Autogrill België N.V. (99.99% of whose share capital is held by the Issuer).

Therefore, the following functions of the Group still fall within the competence of Autogrill from the Reorganization Effective Date:

- (a) strategic guidance and coordination;
- (b) administration, finance, control and enterprise risk management;
- (c) relations with the investors;
- (d) legal, corporate and regulatory functions;
- (e) communication;
- (f) public affairs;
- (g) strategic marketing;
- (h) human resources and organization;
- (i) corporate social responsibility; and
- (j) internal audit.

Business Purpose

Bylaws

Pursuant to art. 2 of Autogrill's Bylaws (the "**Bylaws**"), as recently updated by the resolution of the Board of Directors on 12 May 2016, the business purpose of the Company is:

- a) to manage, including indirectly through associated entities, both in Italy and abroad, bakeries, bars, restaurants, fast foods, hotels, motels, fuel distribution and connected services, markets, including shops and points of sale, also in airport duty-free and duty-paid shops, as well as commercial business activities of all kinds and for all the product categories permitted by the legislation, including, but not limited to, the offer to the public and the retail sale of food and beverages, confectionery, perfumes, publications, and other consumer goods and monopoly goods, both taxed and non-taxed;
- b) to technically, commercially and administratively support and coordinate, with or without leasing of goods and equipment, its associated companies or entities.

For the purpose of achieving its business purpose, the Company may, not prevalently and only occasionally and for a specific purpose, and not for the public, perform all the industrial, commercial, financial, security and property transactions, give endorsements, caution money and any other guarantee in general with the purpose of guaranteeing its own or any third party securities, as well as undertake, only for stable investment purposes, both directly and indirectly, shares in other companies, entities or consortia, sign and execute partnership agreements as either the associating or the associated party, sub-licence the management of its business or a part thereof to third parties, undertake the management of third party companies or parts thereof.

Governance Model

Corporate Bodies

The corporate organization and layout of Autogrill is of a traditional type, therefore its governance model is characterized by the following boards:

- ✓ Shareholders' Meeting;
- ✓ Board of Directors, who elect a Chairperson and a CEO; and
- ✓ Board of Statutory Auditors.

Committees and Offices

Alongside the above-listed Autogrill's governance bodies are:

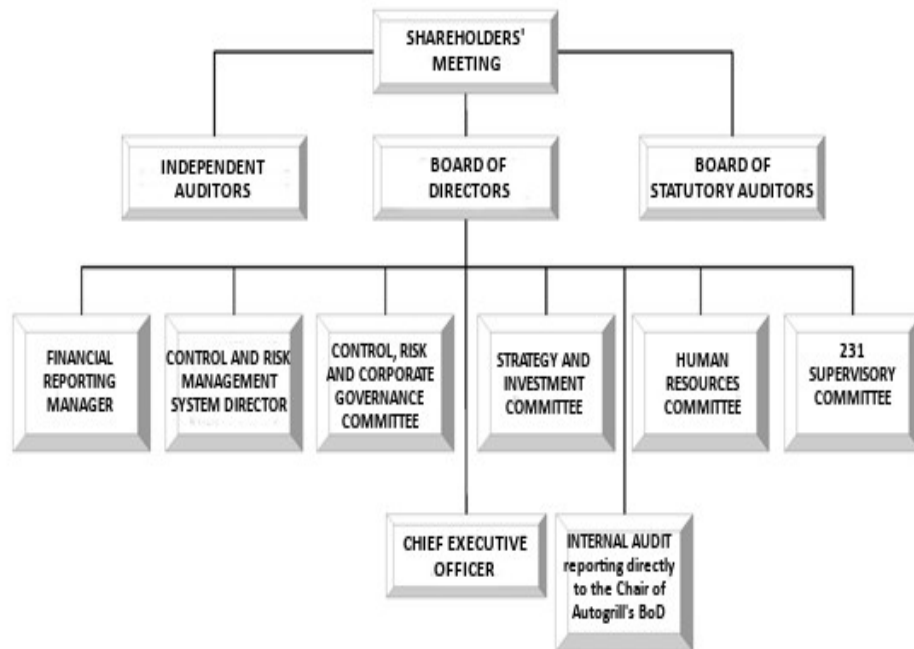
- the **Control, Risk and Corporate Governance Committee** created within the Board of Directors pursuant to Principle 7.P.4. of the Self-Regulatory Code;

- the **Human Resources Committee** (also, briefly, the "**HR Committee**"), set up within the Board of Directors pursuant to Principle 6.P.3. of the Self-Regulatory Code;
- the **Related-Party Transaction Committee** (also, briefly, the "**RPT Committee**"), set up within the Board of Directors pursuant to the legislation regarding transactions with related parties issued by CONSOB with Resolution no. 17221 of 12 March 2010, as subsequently amended (the "**Related Party Transaction Regulations**");
- the Director in charge with the internal control and risk management system (the "**Control and Risk Management System**"), appointed pursuant to Principle 7.P.3.a)(i) of the Self-Regulatory Code (hereinafter, the "**Control and Risk Management System Director**");
- the person in charge with the Internal Auditing function of Autogrill (the "**Chief Internal Audit Executive**"), who performs the functions described in the application criterion 7.C.5. of the Self-Regulatory Code;
- the **231 Supervisory Committee**, set up by the Board of Directors pursuant to Leg. Dec. no. 231 of 8 June 2001, as subsequently amended ("**L.D. 231/2001**");
- the **Strategy and Investment Committee** (also, briefly, the "**SI Committee**") set up within the Board of Directors with effect from 21 April 2011; and
- the Financial Reporting Manager appointed pursuant to art. 154-*bis* of TUF and art. 18 of the Bylaws (the "**Financial Reporting Manager**").

Statutory Auditing

The statutory auditing of Autogrill's accounts is carried out by Deloitte & Touche S.p.A.

Autogrill's corporate layout is illustrated in the organizational chart provided below:



Chief Executive Officer

Business Area Leaders and Staff Leaders, i.e. the people heading the Group's central policymaking and control functions (Corporate Functions), report to the CEO of the Holding.

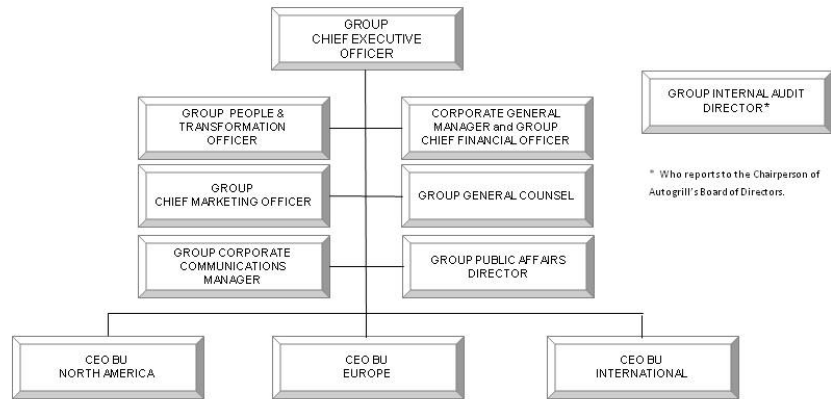
Responsibility for the Group's Business Areas

Responsibility for the Group's business areas can be summarized as follows:

1. *Food & Beverage North America*, operated through the HMSHost division (HMSHost and its subsidiaries);
2. *Food & Beverage International*, specifically taking care of the *Food & Beverage Far East, Middle East and Northern Europe* (airports and railway stations);
3. *Food & Beverage Europe* operated by Autogrill Italia and Autogrill Europe.

Operational Organization

The Group's operational organization as at the date of this Report is illustrated in the chart below.



Non-financial Information

It should be noted that non-financial information – such as, among other things, information regarding environmental and social aspects, as well as information regarding the personnel, the respect for human rights, and the fight against active and passive corruption – is contained in the section of the Directors' Report on Operations covering non-financial information that the Company is required to prepare pursuant to Legislative Decree 30 December 2016, no. 254 and the regulations issued by CONSOB through resolution No. 20267 of 18 January 2018.

This statement is included in the management report accompanying the consolidated financial statements of Autogrill.

Exclusion from the Definition of SMEs

It should be noted that the Issuer does not fall within the definition of SME as per art. 1, paragraph 1, letter *w-quater.1* of TUF and art. 2-ter of the Issuers' Regulations.

2. INFORMATION ON OWNERSHIP AS AT THE REPORT DATE

a) Structure of the Share Capital

Ordinary Shares

As of the date of this Report, the amount of the fully paid-up share capital of Autogrill is Euro 68,688,000, consisting of 254,400,000 ordinary shares with no indication of their nominal value.

The following table shows the structure of the share capital:

STRUCTURE OF SHARE CAPITAL				
<u>Category of shares</u>	<u># shares</u>	<u>% of share capital</u>	<u>Stock exchange quotation</u>	<u>Rights and obligations</u>
Ordinary shares	254,400,000	100%	Listed in the Online Stock Exchange managed by Borsa Italiana S.p.A.	As per law and Bylaws

All Autogrill's ordinary shares have the same unrestricted rights.

Other Financial Instruments

On 24 May 2018, the ordinary shareholders' meeting approved - pursuant to art. 114-bis, paragraph 1, of TUF - a share incentive plan (the "**2018 Performance Share Units Plan**") based on Autogrill's ordinary shares, reserved for employees and/or directors holding particular offices in Autogrill and its Subsidiaries, as identified by the Company's Board. In particular, the 2018 Performance Share Units Plan aims at involving, in the medium to long term, those individuals who play a central role in the achievement of the Group's results, in order to strengthen their loyalty, while at the same time ensuring the enhancement of the Company and Group and the alignment with the Shareholders' interests. The 2018 Performance Share Units Plan provides for the beneficiaries to be allocated Autogrill's ordinary shares, free of charge, as a result of the conversion of the so-called "units" assigned to the same beneficiaries over three cycles with different durations. The right to convert the units assigned to the beneficiaries of the 2018 Performance Share Units Plan may be exercised by the beneficiaries under the terms and conditions set out in the relevant regulations and, in particular, subject to the fulfilment of the conditions for access to the plan and the achievement of specific performance objectives.

The terms and conditions of the Performance Share Units Plan 2018, including the regulation of cases of termination of the employment or directorship relations existing between the beneficiaries and the Company or its Subsidiaries before the end of the vesting period of the units and/or the conversion period, are set forth in (i) an information document issued pursuant to art. 114-*bis*, TUF, and art. 84-*bis*, paragraph 1, of the “**Issuers’ Regulations**”, and in compliance with Schedule 7, Annex 3A of said Issuers’ Regulations published on 12 April 2018, as well as (ii) in the “**Remuneration Report**” and (iii) in the “**Draft Financial Statements**”. The information document, the Remuneration Report and the Draft Financial Statements are available at the Company’s registered office and in the corporate website (www.autogrill.com - Governance section, *Shareholders’ Meeting*).

b) Restrictions on Transfer of Securities

There are neither restrictions on the transfer of Autogrill securities nor limits on the possession of them. There are no clauses requiring approval of access to share ownership of the Company.

c) Significant Shareholdings

Significant direct or indirect shareholdings in Autogrill’s capital, as resulting from the disclosures received by the Company pursuant to art. 120 of TUF until the date of this Report, are detailed in Table 1 in the appendix.

d) Securities conferring Special Rights

No securities conferring special rights of control have been issued and there are no holders of special powers as defined in current law or the Bylaws.

No enhanced voting rights or multiple vote shares have been issued.

e) Employee Stock Ownership Plans: Mechanism for exercising Voting Rights

At the date of this Report, only the Performance Share Units Plan 2018 is in place.

There are no mechanisms governing the exercise of the voting rights attached to the participating interest allocated to the employees under incentive schemes if such rights are not exercised by the employee.

f) Restrictions on Voting Rights

There are no restrictions on shareholders’ voting rights.

The terms and conditions regulating the exercise of the right to participate and vote in Shareholders' Meetings are set forth in section 16 hereunder.

g) Shareholder Agreements

The Company has not been notified of any shareholder agreements as defined in art. 122 of TUF.

h) Change of Control Clauses and Provisions in the Bylaws regarding Takeover Bids

Commercial Contracts

Sub-licensing Agreements for the Management of Catering Services

The Group has currently in place many sub-licensing agreements for the management of catering services in airports, railway stations and motorway service areas. Most of these agreements require a prior authorization of the sub-licensor in case of change in control ("*entry of new controlling shareholders in the sub-licensee's ownership structure*").

Referring to the agreements currently in place in Italy, the authorization can often be denied only if the change in control affects the technical, management, commercial or economic provisions of the related agreements. On the other hand, as to airport agreements, the authorization in case of changes in control is at sub-licensing body's discretion.

Bank Loan Agreements

At the date of this Report, Autogrill is party to:

Term (150 million Euros), Revolving (100 million Euros), Term Amortizing and Revolving Amortizing (300 million Euros) Bank Loan Agreements

- ✓ a bank loan agreement concerning a term line of credit for a maximum amount of Euro 150 million, signed on 1 August 2017;
- ✓ a bank loan agreement concerning a revolving line of credit for a maximum amount of Euro 100 million, signed on 26 January 2018; and
- ✓ a bank loan agreement consisting of a term amortizing line of credit and a revolving amortizing line of credit for a maximum amount of euro 100 million and euro 200 million respectively, signed on 26 January 2018.

The above-listed bank loan agreements grant the bank, as is customary for this kind of agreements, the right to cancel the existing loan agreements, with the consequent obligation for the borrower to repay all the funds drawn down in advance in case of a change of control of the company. For the purposes of said agreements, the "change of control" would take place when one or more entities – other than current reference Shareholders of Edizione S.r.l. ("**Edizione**") – acting individually or jointly, acquire the control of the Company pursuant to art. 2359, paragraph 1, points 1 and 2, of the Civil Code.

*Term Amortizing
(200 million USD)
and Revolving
(200 million USD)
Bank Loan
Agreement*

A change of control clause is contained in the term amortizing and revolving bank loan agreement for a current maximum amount of US\$ 400 million entered into in June 2018 by HMSHost Corporation, an entity headquartered in the United States and wholly owned by Autogrill (“**HMSHost**”). Under this agreement, a “change in control” occurs when one or more entities – other than the reference shareholders of Edizione – take action individually or jointly, including with their subsidiaries or affiliates, to gain control of, or hold, directly or indirectly, more than 50% of HMSHost’s voting rights.

Bonds

*HMSHost Bonds
(350 million USD)*

HMSHost issued bonded loans totalling US\$ 350 million in January and March 2013, due between 2020 and 2025. Consequently to any change in the control of HMSHost, these loans provide each bondholder with the right to obtain the early repayment of the bonds held. According to the rules of these bonded loans, a “change of control” occurs when one or more entities other than the reference shareholders of Edizione - take action individually or jointly, including with their subsidiaries or affiliates, to gain control of or hold, directly or indirectly, more than 50% of HMSHost’s voting rights.

Provisions in the Bylaws regarding Takeover Bids

Regarding the current provisions of law on takeover bids, the Bylaws do not provide for any departure from the passivity rule contained in TUF, nor expressly provide for the application of the neutralization rules contemplated therein¹.

i) Mandates to increase Share Capital and Authorizations to buy back Shares

*Powers to increase the
Share Capital*

The Board of Directors has no powers to increase the share capital pursuant to article 2443 Civ. Code.

*Authorization to
purchase Treasury Shares*

The ordinary shareholders’ meeting, during its ordinary session of 24 May 2018, after revoking the unfulfilled portion of the previous authorization to buy and transfer treasury shares decided by the ordinary meeting on 25 May 2017, and without prejudice to the transactions carried out till that date, resolved to authorize the purchase – also for the 2018 Performance Share Units Plan and/or other share incentive plans, as well as in order to support the market liquidity of the shares in accordance with current regulations and accepted market practices – of up to 12,720,000 ordinary Autogrill shares with no nominal value, including the shares already owned by the Company at that date, in one or more times and at any moment. The treasury share purchase authorization is effective for a period of 18 months starting from 24 May 2018.

¹ See articles 104, paragraph 1-ter and 104-bis, paragraph 1 of TUF.

As at 31 December 2018, the Company owned a total of 181,641 treasury shares, corresponding approximately to 0.0714% of the share capital, purchased under schemes for the purchase of treasury shares.

I) Direction and Co-ordination

On 18 January 2007, the Board of Directors decided that the Company did not meet the conditions to be subject to management and coordination by the parent company Schematrentaquattro, pursuant to article 2497-*bis* Civ. Code. During the year 2017, the Company started a process aimed at evaluating if the conditions determining the above resolution are still met. As a result of this evaluation, on 28 September 2017, the Board of Directors confirmed the absence of elements that could suggest that the parent company Schematrentaquattro or the indirect parent company Edizione exercise management and coordination activities over the Company also in the light of the following reflections:

1. the Company independently defines the strategic, industrial and financial plans and/or budget of the Company and of the Group and autonomously executes them;
2. the Company does not receive and, anyhow, is not subject in any way to directives or instructions on financial and credit matters;
3. commercial strategies are autonomously and freely evaluated by the Board of Directors of the Company that operates in full negotiating autonomy in its relationships with its customers and suppliers;
4. the Company is not bound by group policies for the purchase of goods or services on the market;
5. the Company is not the recipient of "directives" or "instructions" regarding acquisitions and disposals;
6. the Company is not party to any cash pooling agreement or any other financial assistance or coordination functions;
7. the Company does not receive or, anyhow, is not subject in any way to directives regarding the execution of extraordinary transactions and/or investment initiatives;
8. the organizational chart of Autogrill Company and Group has been freely prepared and approved by the Company; and
9. the Company is not required to comply with codes of conduct or policies imposed by Schematrentaquattro or another company of the group headed by Edizione.

* * *

We finally highlight that:

- The information required by art. 123-*bis*, paragraph 1, letter i), TUF concerning the *"agreements between a company and its directors [...]* that provide for indemnity in the event of resignation or dismissal

without cause or if the employment relationship ceases following a takeover bid") is provided in the Remuneration Report available at the Company's registered office and on its website (www.autogrill.com - Governance section);

- The information required by art. 123-bis, paragraph 1, letter l), TUF concerning the "rules applicable to the appointment and substitution of directors [...] and modifications to the by-laws if different from provisions of the law and regulations applicable on a supplementary basis") is provided in the section on the Board of Directors in this Report (paragraph 4.1).

3. COMPLIANCE

Adoption of the Self-Regulatory Code, as amended in 2018

Autogrill has constantly adopted the principles and recommendations of the Self-Regulatory Code, consistently updating its corporate governance and illustrating it in the annual report on corporate governance and ownership structure from time to time. In particular, as decided by the Board of Directors on 14 March 2019, Autogrill complies with the Self-Regulatory Code, as amended in July 2018, available on the Corporate Governance Committee's website (<https://www.borsaitaliana.it/comitato-corporate-governance/codice/2018clean.pdf>).

Autogrill Code

In line with international corporate governance best practices, already in 2012, the Board of Directors, based on a proposal of the Control, Risk and Corporate Governance Committee, approved a specific Self-Regulatory Code for Autogrill (the "**Autogrill Code**"), available in the Company's website www.autogrill.com - Governance section), in the version most recently amended and updated in December 2018. Purpose of the Autogrill Code, to which the readers are referred for further details, is to provide Shareholders and any other Stakeholder with a useful tool to better and quickly understand the essential structure/layout of Autogrill.

Comply or explain

The next sections of the Report will also explain - according to the "comply or explain"² principle – the few principles and application criteria of the Self-Regulatory Code, which the Company has not so far decided to adopt.

² Principle set out in the "Guiding Principles and Transitional Arrangements" section of the Self-Regulatory Code, paragraphs III and IV. Incidentally, we remind the readers that, in line with the Recommendation on the quality of corporate governance reporting ("comply or explain" principle) adopted by the European Commission on 9 April 2014 (2014/208/EU), paragraph IV of the aforementioned "Guiding Principles and Transitional Arrangements" section of the Code provides, *inter alia*, that, in the annual report on corporate governance, issuers should clearly indicate the specific recommendations contained in the principles and application criteria of the Self-Regulatory Code from which they diverged. For each deviation, issuers should in particular: (a) explain how they have failed to comply with the recommendation; (b) describe the reasons for the deviation, avoiding generic or formalistic expressions; (c) describe how the decision to depart from the recommendation was taken within the Company; (d) if the deviation is limited over time, indicate the date from which they expect to start complying with the recommendation; (e) describe the

This Report is available at the Company's registered office, on its website (www.autogrill.com - Governance section) and on Borsa Italiana's website (www.borsaitaliana.it).

Neither the Company nor the companies under the direct or indirect control of Autogrill (its "**Subsidiaries**") are bound to obey non-Italian laws that could affect Autogrill's corporate governance structure.

4. BOARD OF DIRECTORS

4.1. Appointment and Substitution

Statutory Provisions

The appointment and substitution of Directors are regulated by the applicable legislation and by article 10 of the Bylaws, whose provisions are set forth below.

Number of Directors

The Board of Directors consists of a number of members ranging from a minimum of three to a maximum of fifteen. The number of members of the Board of Directors is determined by the Meeting upon its appointment. If no number is established, the number of members is automatically fixed in fifteen.

Lists of Candidates

The Directors are appointed by the shareholders from lists submitted by the Shareholders in accordance with laws and regulations in force from time to time, also in compliance with the regulations on balance between genders, where a number of up to fifteen candidates that meet the current legal and regulatory requirements will be listed and assigned progressive numbers.

The lists must indicate which candidates meet the independence requirements set out in the applicable provisions of law and regulations.

The lists that contain three or more candidates must include candidates of both genders, so that at least one fifth (for the first mandate after 12 August 2012) and then one third (rounded up) of the candidates belong to the less represented gender.

Entitlement to present Lists of Candidates and relevant Conditions

Each Shareholder may present or take part in the presentation of one list only and each candidate may be presented on one list only or not qualify for election. Lists may be presented only by shareholders who alone or together with other shareholders represent at least 1.5% of the share capital or any other lower legal or regulatory percentage currently in force.

In this regard, it should be noted that, through the management resolution No. 13 of 24 January 2019, the Head of the Corporate Governance Division of CONSOB fixed the minimum participation for presentation of list of

behaviour, if any, adopted as an alternative to the recommendations from which they diverged and explain how said behaviour reaches the objective underlying the recommendation; or explain how the chosen behaviour contributes to their good corporate governance.

candidates for Autogrill boards of Directors and statutory auditors at 1% pursuant to art. 144-*quater* of the Issuers' Regulations, without prejudice to any lower amount set forth in the Bylaws.

Together with each list, within the terms set forth in the provisions of law and regulations in force from time to time, statements must be submitted where the individual candidates accept their candidacy and certify, under their own responsibility, that no causes of ineligibility and incompatibility exist and that they meet the requirements specified in the applicable legislation for the respective positions. These statements shall be filed along with the candidates' CVs or résumés providing personal details and professional information, and indicating their eventual requisites for independent directorships.

Lists failing to comply with the aforementioned requirements shall not be taken into consideration.

Each person with the right to vote can vote for one list only.

After voting, the elected candidates shall be those of the two lists that received the most votes on the basis of the following criteria:

- a) the total number of Directors to elect less two shall be taken from the list that obtains the majority of the votes cast by the Shareholders, in the progressive order in which they are listed; and
- b) the other two Directors shall be taken from the list that received the most votes, after the first list, in the Meeting ("minority list"), provided it is in no way connected, not even indirectly, with the Shareholders who submitted or voted the list that received the most votes.

In the event of an equal number of votes, the entire Shareholders' Meeting shall vote again and the candidate elected shall be the candidate who obtains a simple majority of votes, subject to the provisions specified below for the balance between genders in compliance with current law.

After voting, should an insufficient number of Directors with the legal and regulatory independence requirements be elected, the last candidate in progressive order on the list that obtained the most votes who does not meet said requirements shall be excluded and replaced by the next candidate possessing said requirements from the same list. This procedure must be repeated until the required number of independent Directors has been elected.

In the event that the candidates elected as specified above do not ensure the required composition of the Board of Directors, in accordance with current law on the balance between genders, the candidate of the more represented gender elected last in progressive order in the list that obtained most votes shall be replaced by the first candidate in progressive order of the less represented gender not elected from that list. This replacement procedure shall be followed until a compliant composition of the Board of Directors is

*List Votes and
Appointment
Mechanisms*

*Balance between
the Genders
represented in the
Board of Directors*

reached as required by the current law concerning the balance between genders. If this procedure still fails to ensure the expected result, the replacement shall be decided by the Meeting with the relative majority of votes, after the presentation of candidates of the less represented gender.

*Residual
Appointment
Mechanisms*

If only one list is presented, or if no list at all is presented or if a list presented does not allow for the election of independent Directors pursuant to legal and regulatory requirements, the Meeting shall vote with the legal majority, subject to compliance with the current law on balance between genders.

*Change in the
Number and
Replacement of
Directors*

The Shareholders' Meeting may, even in the course of the Board's mandate, change the number of members of the Board of Directors, subject to the limit stated in the first paragraph of art. 10, and proceed with the relevant appointments. The term of office of Directors thus elected shall end with that of the Directors already appointed.

Should one or more Directors lapse from office during the business year, action shall be taken pursuant to art. 2836 C.C.

As an exception to the provisions of art. 10 of the Bylaws specified above, if, for any reason, the Director or Directors taken from the minority list cannot take up office or having taken it up must then stand down, he/they shall be replaced by the candidate/s belonging to the same list, by progressive order, and who are still eligible and willing to accept office. The principle of balance between genders shall in any case be complied with either upon co-opting and in the Shareholders' Meeting.

The procedure for confirming a Director co-opted by the Board of Directors or appointing another Director to replace him in the following Shareholders' Meeting is as follows: shareholders either individually or together representing at least 1.5% of the share capital or any other lower legal or regulatory percentage may indicate a candidate by filing the documentation indicated in art. 10 of the Bylaws. As previously pointed out, through the management resolution No. 13 of 24 January 2019, the Head of the Corporate Governance Division of CONSOB fixed the minimum participation for presentation of candidates at 1%, without prejudice to any lower amount set forth in the Bylaws.

If a co-opted Director or the Director replaced by him had been taken from the minority list, the Shareholder representing the majority of the share capital present at the Meeting and any other Shareholders in any way connected, even indirectly, with such Shareholder are barred from voting.

The previous provisions of art. 10 of the Bylaws hereby mentioned shall apply *mutatis mutandis*.

After the vote, the candidate obtaining the most votes shall be elected.

*Simul stabunt
simul cadent
(stand or fall
together) clause*

Should the majority of the Directors lapse, the entire Board of Directors shall be considered to have resigned and the Shareholders' Meeting shall be

promptly called by the Board of Directors for the appointment of the new Board of Directors.

Succession Plans

*Yearly
Assessment of
Key Positions
within the Group*

The Corporate HR function co-ordinates the process of evaluating the positions in the Group with most impact on the business or of a particularly critical nature and at the same time assesses the skills, performance and capacities of people currently in such positions. The annual assessment process now in place is able to identify people potentially suitable for filling any "key positions" that might fall vacant without warning in the various business structures. If no suitable internal resources are available to fill such positions in the short term, the external market is screened for candidates.

However, this assessment does not concern the Chief Executive Officer, as better explained in the paragraph "Replacement of Executive Directors" below.

*Training
Programmes for
the Personnel*

Furthermore, the Group favours training programmes for especially meritorious personnel and both vertical (in the same function and/or business unit) and horizontal (moving between functions and/or business units) career paths, and with a strong focus on international training for future Group managers.

The Group's human resources management is based on models that encourage and reward merit and seeks to identify the skills required in key positions which are particularly critical and strategic for the Group, thus enabling all its companies to use suitable tools for pre-selecting employees with the skills needed in succession situations (whether through promotion or horizontal transfer).

*Process of Top
Management
Assessment*

Top management assessment results (which also cover posts of "strategic responsibility") are submitted to the Human Resources Committee (in whose meetings the Chairperson of the statutory auditors, or another statutory Auditor on his/her behalf, takes part as recommended in art. 6 of the Self-Regulatory Code and such information is updated at least annually.

*Replacement of
Executive
Directors*

The Group's human resources management is also geared to possibly replacing the CEO, in the event of termination of his office, although there is no specific "succession plan" for this case at the date of this Report.

In this regard, we point out that, in compliance with the provisions set forth in the application criterion 5.C.2. of the Self-Regulatory Code, on 14 March 2019, the Board of Directors has assessed again the possible adoption of a succession plan for Executive Directors. As a result of this assessment, the Board of Directors decided not to adopt a succession plan, thus confirming the orientation already expressed in this regard by the resolution adopted on 20 December 2012.

This orientation was also confirmed in view of the fact that the Chief Executive Officer, the Joint Corporate General Manager (from 12 November 2018) and the Chairperson (from 7 February 2019) hold delegated powers that, in the event of sudden termination of office of one of the Executive Directors, would allow the activities required for the ordinary management of the Company to be carried out on a provisional basis. Moreover, this conclusion is reinforced by the fact that the human resource organization implemented by the Company is capable of promptly identifying suitable persons to fill any key positions that may suddenly become vacant.

4.2. Composition

Duration of the Office of appointed Directors

The current Board of Directors will remain in office until after approval of the 2019 financial statements by the Meeting, and was elected by the Shareholders' Meeting held on 25 May 2017, by list vote, pursuant to art. 10 of the Bylaws.

It should be noted that, in accordance with art. 10 of the Bylaws and art. 2386, first paragraph, of the Italian Civil Code, the mandate conferred on the Chairman Paolo Zannoni will expire at the next Shareholders' Meeting, since he was co-opted by the resolution of the Board of Directors adopted on 7 February 2019, pursuant to the above provisions, following the decease of the previous Chairman of the Board of Directors Mr. Gilberto Benetton, as better described below.

Lists presented for the Appointment of the Directors in Office

For the appointment of the Board currently in office, two lists were presented:

- (i) a list of 13 candidates presented by the majority shareholder Schematrentaquattro, who, at the date of presentation of said list, held a 50.10% share of Autogrill's share capital ("**List A**"). The candidates on this list were: Gilberto Benetton, Gianmario Tondato Da Ruos, Alessandro Benetton, Franca Bertagnin Benetton, Marco Patuano, Paolo Roverato, Cristina De Benetti, Massimo Di Fasanella D'Amore Di Ruffano, Catherine Gérardin Vautrin, Maria Pierdicchi, Elisabetta Ripa, Massimo Fava and Valentina Martinelli;
- (ii) a list of 3 candidates (Ernesto Albanese, Francesco Umile Chiappetta and Laura Donnini) presented by the following 16 Shareholders-investment fund administrators, who, at the date of presentation of said list, jointly held a 3.617% share of Autogrill's share capital: Aletti Gestielle SGR S.p.A., Anima SGR S.p.A., Arca SGR S.p.A., Ersel Asset Management SGR S.p.A., Eurizon Capital S.A., Eurizon Capital SGR S.p.A., Fidelity Funds - Italy, Fideuram Asset Management (Ireland) Limited, Fideuram Investimenti S.p.A., Inferfund Sicav Interfund Equity Italy, Mediolanum Gestione Fondi SGR p.A., Mediolanum International Funds Limited – Challenge Fund – Challenge Italian Equity, Pioneer Asset Management S.A., Pioneer Investment

Management SGR p.A., UBI Sicav and Ubi Pramerica SGR S.p.A. ("**List B**").

Directors in Office

With votes representing 51.878% of the share capital (71.276% of the voting capital present at the Meeting), at the Shareholders' Meeting held on 25 May 2017, the following candidates in list A were appointed: Gilberto Benetton, Gianmario Tondato Da Ruos, Alessandro Benetton, Franca Bertagnin Benetton, Marco Patuano, Paolo Roverato, Cristina De Benetti, Massimo Di Fasanella D'Amore Di Ruffano, Catherine Gérardin Vautrin, Maria Pierdicchi and Elisabetta Ripa.

With votes representing 20.731% of the share capital (28.483% of the voting capital), the following candidates in list B were elected: Ernesto Albanese and Francesco Umile Chiappetta.

We announce that the former Chairman of the Board of Directors Mr. Gilberto Benetton³ passed away on 23 October 2018.

Following the termination of office of the former Chairman of the Board of Directors Mr. Gilberto Benetton, by a resolution adopted on 7 February 2019 pursuant to article 10 of the Bylaws and article 2386, first paragraph, of the Italian Civil Code, the Board of Directors co-opted Paolo Zannoni as a new member, appointing him as Chairman. In accordance with the above provisions, the mandate conferred on Paolo Zannoni will expire at the next Shareholders' Meeting.

No Cross-Directorship

We specify that as of the date of this Report there are no so-called cross-directorship⁴ situations: in fact, Autogrill's CEO, Gianmario Tondato Da Ruos, does not hold a directorship in any company external to the Group in which another Autogrill Director is CEO.

Set forth below are the personal and professional profiles of each Director.

Please note that information on seniority in office and attendance at board meeting and committees is given in Table 2 in the appendix.

³ See the press release by Autogrill, issued on 23 October 2018, in which the Chief Executive Officer Gianmario Tondato Da Ruos, together with all Autogrill employees, remembers with esteem, pride and affection the figure of the Chairman Mr. Gilberto Benetton, who in over twenty years of dedication to corporate life, has shown through his clear view the way to uninterrupted international growth, enabling Autogrill to become the world's leading company catering for travellers. In the aforementioned press release, the CEO said: *"Our hearts go out to his family at this difficult time. We will all cherish forever the memory of a great man and an extraordinary entrepreneur, always caring to everyone and for the future of his businesses. With him we grew across all continents, he taught us to see the world as our domestic market"*.

⁴ In this regard, see the application criterion 2.C.6. of the Self-Regulatory Code.

Curricula vitae of the Directors in office

Paolo Zannoni

Chairman of the Board of Directors

Born in Ravenna in 1948.

Till 31 December 2018, Paolo Zannoni held the office of Advisory Director at Goldman Sachs International and Chairman of the Italian division of Investment Banking. Previously, since 2012, he had been serving as Co-Chief Executive Officer at Goldman Sachs Russia/CIS. From 2000 to 2013 he had been serving as Head of Italy Region at Goldman Sachs and member of the Board of Directors of Investment Banking Services (IBS) from 2007 to 2015. His career with Goldman Sachs started in 1994; in 1997 he was appointed Chief Executive Officer and later, since 2000, partner.

Before joining Goldman Sachs, he held the office of Senior Vice President of the International Business Division of Fiat Group, as well as President of Fiat Washington from 1985 to 1989. From 1990 to 1992, he had been heading Fiat Group's activities in USSR and, later, in the Commonwealth of Independent States (CIS).

He is currently the Chairman of Dolce & Gabbana Holding and Secretary of the Board of Directors of Beretta Holding S.p.A. From 2005 to 2012 he had been the Italian Chairman of the Prysmian Group working in the field of energy and telecommunications.

Paolo Zannoni graduated in Political Science from Bologna University and obtained a Master of Philosophy (M. Phil.) in Political Science from Yale University. At the Yale School of Management, he is Executive Fellow of the International Center for Finance (ICF), member of the Advisory Board of ICF and the Jackson Institute of International Affairs and teacher at the Management Department.

Gianmario Tondato Da Ruos

Chief Executive Officer and Group's CEO since April 2003 (Director since March 2003).

Born in Oderzo (Treviso) in 1960, he graduated in Economics & Business at Ca' Foscari University in Venice, started his career in Nordica S.p.A., then continued in Arnoldo Mondadori Editore and various companies of the Benetton group.

In 2000, he joined Autogrill Group and moved to the United States to manage the integration of the newly acquired North American subsidiary HMSHost. Then, he managed an important phase of reorganization and

strategic refocusing on the Group's licensed activities and diversification into business sectors, distribution channels and geographies.

His international policy of growth through organic development and acquisitions enabled Autogrill to double its sales in the Food & Beverage sector. At the same time, the acquisition and subsequent integration of Aldeasa S.A., Alpha Group Plc. and World Duty Free Europe Ltd. transformed the Group into the world's biggest airport retailer in 2008. This course of action continued with the partial proportional demerger of Autogrill, implemented by allocating to the latter the portion of Autogrill's assets relating to the activities indirectly carried out by Autogrill in the Travel Retail & Duty Free sector, with effect from 1 October 2013, and the concomitant listing of World Duty Free S.p.A. on the stock market in 2013.

He is now Chairman of HMSHost, Independent Director of International Game Technology PLC and member of the Advisory Board of Rabo Bank.

Alessandro Benetton

Director

Born in Treviso in 1964. He graduated with honours in Business Administration from Boston University. In 1991 he obtained a Master Degree in Business Administration from Harvard.

His professional career began at Goldman Sachs, as an analyst in the Mergers & Acquisition sector. In 1992 he founded 21 Invest, then an equity investment holding company, now a European investment group operating in Italy, France and Poland.

He is Chairman and CEO of 21 Invest S.p.A., board member of Edizione S.r.l. and Autogrill (since 1997). He is Chairman of the Board of Directors of 21 Investimenti SGR S.p.A. and a member of the Supervisory Board of 21 Centrale Partners S.A. He is also a member of the International Advisory Committee of Robert Bosch Internationale Beteiligungen AG, the consultancy body of the Swiss holding company for the foreign activities of Bosch Group.

In 2017, he became the Chairman of Fondazione Cortina 2021, the entity responsible for organizing the World Alpine Skiing Championships in 2021.

Franca Bertagnin Benetton

Director

Born in 1968 in Conegliano, Treviso. She graduated at Boston University. In 1996, she obtained a Master Degree in Business Administration from Harvard University.

Her professional career began at Colgate – Palmolive in New York as Product Manager within the Global Business Development division and continued in

the same role for the Palmolive Body Care brand in Hamburg, Germany. She returned to Italy to deal with strategic consulting at Bain & Co. and then moved to Benetton Group S.r.l.

She is currently CEO of Evoluzione S.p.A. and member of the Board of Directors of Edizione and Benetton Group S.r.l.

She serves as independent director of the Wendel Group and is a member of the Audit Committee.

She is currently a member of the European Advisory Board of the Harvard Business School and a member of the International Advisory Board of the Boston University.

Marco Patuano

Director

Born in Alessandria in 1964.

He developed most of his professional career with Telecom Italia Group (1990-2016), where he became CEO in 2011.

Whilst at Telecom Italia Group, he participated in the creation and launch of TIM (1995-2001), and spent six years abroad (2002-2008) as CFO of TIM Brazil, General Manager for Latin America and CEO of Telecom Argentina. In the same period, he sat and chaired several boards of various companies listed in local markets and in the USA.

From 2013 to 2016, he has been a Board member of GSMA. Until 2016, he was also a Director of the Telecom Italia Foundation, the Bocconi Foundation and the European Institute of Oncology, and he has also collaborated with various universities in Italy and the United States.

Since January 2017, he has been CEO of Edizione S.r.l., the holding company belonging to the Benetton family. He is a Director of Atlantia S.p.A., Autogrill S.p.A., AC Milan S.p.A., Benetton S.r.l. and other companies of the Edizione Group: Sintonia, Connect, Schematrentatre and Edizione Property. Since July 2018, he has been serving as non-executive Chairman of the Board of Cellnex Telecom S.A.

He graduated in Business Economics - Finance at Bocconi University in Milan.

Paolo Roverato

Director

Born in Padua in 1963, he graduated in business economics from Ca' Foscari University in Venice. He is a chartered accountant and registered auditor.

He started his professional career with a primary accounting firm in Padua and in 1989 joined Arthur Andersen S.p.A., where he became a manager in

1994 and took up increasing responsibilities over time within the framework of its national organization.

Since 2002, he has been an executive at Edizione S.r.l.

He was a member of the board of directors of several companies, including: World Duty Free S.p.A., World Duty Free S.A.U., Telecom Italia Media S.p.A., Gemina S.p.A., Aeroporti di Roma S.p.A., Investimenti Infrastrutture S.p.A., Leonardo S.r.l., Schemaventotto S.p.A., Schematrentaquattro S.p.A., Schematrentanove S.r.l., Immobiliare Italia S.r.l., Sagat-Aeroporto di Torino S.p.A., Aeroporto di Firenze S.p.A. and CEO of Aeroporti Holding S.p.A.

At present, he holds the following offices: director (since 2008) and member of the Strategy and Investment Committee, the Control, Risk and Corporate Governance Committee and the Human Resources Committee of Autogrill; director of Edizione Property S.p.A., Immobiliare San Giorgio S.p.A., Maccarese S.p.A. and CEO of Edizione Alberghi S.r.l. In addition, he is a standing auditor of Ali S.p.A.

Cristina De Benetti

Independent Director

Born in Treviso in 1966. Cristina graduated in Economics from Ca' Foscari University of Venice and in Law from the University of Trieste; she later obtained the PhD in Administrative Law.

She began her professional career at the law firm of Prof. Feliciano Benvenuti, in Venice, where she worked for about fifteen years.

She is a lawyer in the Supreme Court, registered with the Register of Arbitrators of the Arbitration Board of the Autorità Nazionale Anticorruzione (National Anti-Bribery Authority, ANAC), and partner at Leading Law.

She is associate professor of Public Law Institutions - Administrative Law at Ca' Foscari University of Venice, where she is a member of academic bodies and Scientific Director of the Master in Environmental Law and Territorial Governance.

She is the author of several publications, a member of the scientific committees of legal journals and a speaker at conferences on administrative law.

She has been a member of the Board of Directors, the 231 supervisory committee, the related party transaction committee, the control and risk committee, and the remuneration committee of Milano Assicurazioni S.p.A., as well as a board member of AerTre S.p.A. - Aeroporto di Treviso S.p.A.

She is currently a director of Ca' Foscari University Foundation, Autostrade Meridionali S.p.A. (where she is also a member of the committee of independent directors for the transactions with related parties and of the

control, risk and corporate governance committee), Unipol Banca S.p.A. (where she is also a member of the committee of independent directors for the transactions with related parties and of the internal control committee), MOM - Mobilità di Marca S.p.A. and UnipolSai S.p.A.

Massimo Di Fasanella D'Amore Di Ruffano

Independent Director

Born in Bari in 1955, he obtained his engineering degree from the École Polytechnique Fédérale of Lausanne.

From 1980 to 1995 he covered several positions in Procter & Gamble, in the marketing, operations and general management sectors in Europe and in North Africa.

In 1995 he was appointed International Marketing Vice-President of PepsiCo, where he contributed to the development of the Pepsi brand in Latin America, China and India.

In 1997 he was appointed Senior Vice-President and Chief Marketing Officer of Pepsi-Cola International, but simultaneously maintained the role of Business Unit General Manager for Turkey and Central Asia. Between 2000 and 2007, he covered several leadership positions in the company: Senior Vice President Strategy and Development (2000-2002), President for the Latin American Region (2002-2005) and Executive Vice-President Commercial of PepsiCo International.

In 2007 he was appointed as CEO to head the Beverages Division of PepsiCo for the Americas and in 2011-2012 he became President of the Global Beverages Group for the Beverages Division of PepsiCo.

Since 2012 he has been an independent member of Autogrill's Board of Directors, since 2013 he has been a Board Member of HMSHost, and since January 2018 he has been a Board Member of Autogrill Europe.

Catherine Gérardin-Vautrin

Independent Director

Catherine Gérardin Vautrin, who obtained a master in Law and graduated at HEC Business School, is a well-known manager in the world of fashion.

Since February 2015 she has been CEO of PAULE KA, a Paris-based women's ready-to-wear fashion house, bringing a rejuvenation of the brand - image and product -, as well as strengthening and developing the international business base.

She was CEO of CERRUTI, where from 2011 to 2014 she carried out a significant repositioning of the brand, especially strengthening its image and collections.

Before 2011, she was CEO of Emilio Pucci, a historic brand that had become a niche brand, and she led its relaunching and international expansion.

Catherine Vautrin started her career at LOUIS VUITTON MALLETTIER, where she later was international manager of the image of the stores, and then director of the men's and women's ready-to-wear lines.

Since 2009, she has also been a member of the board of directors of Yoox (now YNAP), one of the leading fashion e-commerce operators.

Since June 2016 she is a member of the board of directors of Davide Campari-Milano S.p.A..

Maria Pierdicchi

Independent Administrator

Born in Schio, Vicenza, in 1957, she graduated in Political Economics from Bocconi University in 1982 and obtained an MBA with Honours in Finance from New York University, Stern School of Business Administration in 1988. She worked at Bocconi University and the World Bank as an assistant researcher in the banking sector, and then her career oriented towards the field of financial services. After being appointed Senior Financial Analyst in the corporate finance sector in Citibank, she became the Central Manager of Premafin, a listed and diversified holding company, where she was responsible for the strategic and financial control of three listed subsidiaries and for the holding company's relations with investors.

In 1999, she entered the Italian Stock Exchange, where she designed, launched and managed Nuovo Mercato, the stock market for high-growth companies, listing 45 companies and managing all promotional activities towards investors, issuers and intermediaries.

In 2003, she was appointed CEO of Standard & Poor's Italy and, later, Head of Southern Europe for the management and development of activities and franchising, as well as the institutional scope of the rating agency, significantly expanding its leadership in the financial analytics sector.

Since 2015 she has served as Independent Director of Luxottica Group. In 2016, she was appointed sole independent director of the banks under resolution (Nuove Banche Marche, Etruria e Lazio, Cassa di Risparmio di Chieti) by the Resolution Unit of Banca d'Italia. Following the successful resolution and transfer of three banks to the UBI Group in 2017, she remained an Independent Director until 2018.

Since May 2018 she has been an independent director and a member of the Internal Control and Risk Committee of UniCredit S.p.A.

During her professional career she served as a director and vice-president of the American Chamber of Commerce, the Collegio San Carlo and several boards of directors. She was a founding member of the Valore D association and is actively involved in various projects aimed at supporting gender diversity in companies.

For her achievements throughout her career, she was awarded the Belisario Prize in 2001, as well as other awards.

Elisabetta Ripa

Independent Administrator

Born in Turin in 1965, she graduated in Economics from La Sapienza University of Rome and completed her managerial education at INSEAD in Fontainebleau.

In 1988, she began her career at PromoMedia Italia and in 1990 she developed her professional career in the Telecom Italia Group, where she held managerial positions of increasing responsibility in the areas of Business Development, International Development and Finance. In 2011, she took over responsibility for the Mobile Services Division (TIM) and in 2013 was appointed CEO of the Sparkle Group.

In the period 2015 - 2016 she worked in Argentina as CEO of Telecom S.A., a leading operator in telecommunications and digital services in South America.

She was chairperson of Personal S.A., LanMed Nautilus Ltd., TIS North America Inc. and a member of the board of directors of Avea Turchia and StetHellas.

Since 1 January 2018, she is CEO of Open Fiber S.p.A.

Ernesto Albanese

Independent Director appointed by minority shareholders

Born in Naples in 1964, Ernesto Albanese graduated in Political Sciences and International Economics at Federico II University in Naples, completed his education with a master's degree in Services Marketing at Unioncamere (Consortium of Italian Chambers of Commerce) and later attended specialist courses at SDA Bocconi and The Institute of Marketing in London.

He has over 30 years of experience, most of which as a top manager in public and private companies in different service sectors, especially transport, hospitality and sport.

During his professional career, he worked in Alitalia and Seat Pagine Gialle, he held the position of Chief Executive Officer of Eurofly S.p.A., general

director of Coni Servizi S.p.A., Chief Executive Officer of Atahotels and the Fondiaria-Sai Group, and General Director of the Organizing Committee of the 2020 Olympic Games in Rome.

He is the founder and CEO of Fattore Italia S.r.l., and the Chief Executive Officer of CampusX S.r.l., a leading company in the management of university residences.

He is chairman of L'Altra Napoli Onlus, an independent director of Autogrill S.p.A., Prelios Deutschland, the Vocational Training Consortium ELIS and the Italian Tennis Federation.

In 2007, he was awarded the title of *Commendatore* (Knight Commander) of the Italian Republic.

Francesco Umile Chiappetta

Independent Director appointed by minority shareholders

Born in Rome in 1960, he graduated in Law at La Sapienza University in Rome.

His professional career began in 1983 at Consob, where he held various positions, including as Head of the Regulation Office. Since 1989 he has been working as an academic, holding courses and seminars at major Italian universities, such as Luiss in Roma and Bocconi in Milano. He published several papers on corporate law and securities market.

During his professional career, he held the office of Deputy General Director of Assonime, where he was in charge of the corporate law and securities market sector, Secretary of the Board of Directors and General Counsel of Telecom Italia S.p.A., General Counsel and General & Institutional Affairs Director of Pirelli & C. S.p.A. and a member of the Board of Directors of the Istituto Europeo di Oncologia (IEO).

He is Chairman of the Company Law Working Group of Business Europe – the Confederation of European Business, former UNICE (Union of Industrial and Employers' Confederation of Europe) -, Reply S.p.A. (where he is also a member of the Control and Risk Committee and the Remuneration Committee) and Armònia Sgr S.p.A. (where he holds the office of Vice Chairman of the Board of Directors).

Diversity Policies

On 18 July 2018, the Corporate Governance Committee approved some revisions to the Self-Regulatory Code concerning diversity in the composition of the boards of directors of listed companies, also in order to enhance the effects achieved through Law No. 120 of 12 July 2011 (the "**Law**

120/2011”), hoping that the effects will be maintained even beyond the limited temporal validity of the Law.

In particular, according to the recommendations of the Self-Regulatory Code, the issuer is required to apply criteria of diversity, including gender diversity, in the composition of the Board of Directors, in compliance with the priority objective of ensuring the adequate competence and professionalism of the respective members⁵.

Furthermore, as recommended by the Self-Regulatory Code, issuers should have at least one third of the directors belonging to the less represented gender⁶. In this regard, the Self-Regulatory Code specifies that the issuer, also taking into account its ownership structure, applies the instrument that is deemed most suitable to pursue this objective and requires those who submit lists of candidates for appointment to the Board to provide adequate information on the compliance or non-compliance of the lists with the objective of gender diversity identified by the issuer.

With reference to the Company, it should be noted that since the renewal of Autogrill’s corporate bodies in 2014, a balanced representation of genders was ensured in the composition of the Board of Directors, as provided for by Law No. 120/2011, TUF and CONSOB Resolution No. 18098/2012.

In particular, compliance with these rules is ensured by the Bylaws, which were amended by a resolution of the Board of Directors on 27 September 2012 to precisely reflect the provisions of Law No. 120/2011. Pursuant to Law No. 120/2011, upon the first renewal of management and supervisory bodies one year after the date of its entry into force, a quota of at least one fifth of elected Directors and Standing Auditors and a quota of at least one third in the following two terms must be reserved for the less represented gender. The provisions of Articles 10⁷ and 20⁸ of the Bylaws concerning the

⁵ See principle 2.P.4. of the Self-Regulatory Code.

⁶ See application criterion 2.C.3. of the Self-Regulatory Code.

⁷ Article 10 of the Bylaws (*Board of Directors*) provides as follows:

“The company is managed by a Board of Directors composed of a minimum of 3 (three) members and a maximum of 15 (fifteen) members, who serve for a term of up to 3 (three) fiscal years or a period established at the time of appointment, but, in any case, not more than 3 (three) fiscal years, and who are eligible for re-election.

Before appointing the Board of Directors, the Shareholders’ Meeting establishes the number of its members.

If the Meeting does not vote on the number of members to sit on the Board of Directors, such number is automatically taken to be 15 (fifteen).

The Directors are appointed by the Shareholders from lists submitted by the Shareholders in accordance with the laws and regulations in force from time to time, including those relating to gender balance, in which up to 15 (fifteen) candidates in possession of the current legal and regulatory requisites are listed under progressive numbers.

The lists must indicate which candidates have the current legal and regulatory requisites of independence. Lists of three or more candidates must be made up of candidates of both sexes in such a way that at least one fifth of the candidates belong to the less represented gender (at the first mandate after 12 August 2012) and then one third (rounded up, in any case) of the candidates.

Each Shareholder may present or take part in the presentation of one list only and each candidate may be presented on one list only or not qualify for election. Lists may be presented only by Shareholders who,

alone or together with other Shareholders, represent at least 1.5% of the share capital or any other lower legal or regulatory percentage in force from time to time.

Each such list must be accompanied, in accordance with the laws and regulations in force from time to time, by statements in which the individual candidates accept their candidacy and declare, under their own responsibility, that no causes of ineligibility and incompatibility exist and that the conditions required by law for their respective positions are met. Such declarations shall be filed along with candidates' CVs, providing personal and professional details and their suitability to qualify as independent directors.

Lists failing to comply with the aforementioned requirements shall not be taken into consideration.

Each person with the right to vote may vote for one list only.

After voting, the elected candidates shall be those of the two lists that obtained most votes on the basis of the following criteria:

a) the total number of directors to elect less two (2) shall be taken from the list that obtains the majority of the votes cast by the Shareholders, in the progressive order in which they are listed;

b) the other two (2) Directors shall be taken from the list that received most votes, after the first list, in the Meeting ("Minority List"), provided it is in no way connected, not even indirectly, with the Shareholders, who submitted or voted the list that received most votes.

In the event of an equal number of votes, the entire Shareholders' Meeting shall vote again and the candidates elected shall be those who obtain a simple majority of votes, subject to the provisions hereunder ensuring gender balance in compliance with current law.

If, after voting, a sufficient number of Directors with the legal and regulatory independence requisites have not been elected, the last candidate in progressive order on the list that obtained most votes and who is not in possession of such requisites shall be excluded and replaced by the next candidate possessing said requisites from the same list. This procedure must be repeated until the required number of independent Directors has been elected.

If the candidates elected as described above do not produce a Board with a gender balance in accordance with current law, the candidate of the more represented gender elected last in progressive order in the list that obtained most votes shall be replaced by the first candidate in progressive order of the less represented gender not elected from that list. This substitution procedure shall be operated until the composition of the Board conforms to current law on gender balance. If said procedure does not ensure such a result, substitution shall be carried out by a resolution of the Shareholders' Meeting (voting by simple majority) following presentation of the candidates belonging to the less represented gender. If only one list is presented, or if no list at all is presented or if a list presented does not allow for the election of independent Directors pursuant to legal and regulatory requirements, the Meeting shall vote with the legal majority and subject to the provisions of current law on gender balance.

The Shareholders' Meeting may, even during the term of office, vary the number of members of the Board of Directors, within the limits set forth in the first paragraph of this article, and make the relevant appointments. The term of office of Directors thus elected shall end with that of the Board of Directors.

Should one or more Directors cease to hold office during the fiscal year, action shall be taken pursuant to article 2836 of the Italian Civil Code and in compliance with the applicable provisions on (male and female) gender balance.

As an exception to the foregoing provisions of this article, if for any reason the Director or Directors taken from the minority list cannot take up office or having taken it up must then cease to hold the office, (s)he/they shall be replaced by the next candidate/s belonging to the same list, by progressive order, and who is/are still eligible and willing to accept office.

The provisions of current law on gender balance must in any case be complied with both upon co-opting and in the Shareholders' Meeting.

The procedure for confirming a Director co-opted by the Board of Directors or appointing another Director to replace him/her at the next Shareholders' Meeting is as follows: Shareholders either individually or together representing 1.5% of the share capital or any other lower legal regulatory percentage may indicate a candidate by filing the documentation indicated in clause 8 of this article within the terms indicated by the laws and regulations in force from time to time.

If a co-opted Director or a Director replacing him/her was taken from the minority list, the Shareholder representing the majority of the share capital present at the Meeting and any other Shareholders in any way connected, even indirectly, with such Shareholder are barred from voting.

The foregoing provisions of this article are applicable *mutatis mutandis*.

After the vote, the candidate obtaining most votes shall be elected.

Should the majority of the Directors cease to hold office, the entire Board of Directors shall be considered to have resigned and the Shareholders' Meeting shall be promptly called by the Board of Directors to appoint a new Board of Directors".

8 Article 20 of the Bylaws (*Board of Statutory Auditors*) provides as follows:

“The Board of Statutory Auditors consists of 3 (three) standing Auditors and 2 (two) substitute Auditors, who may be re-elected.

The minority has the right to elect one standing Auditor and one substitute Auditor.

The powers, duties and term of office of the Board of Statutory Auditors are established by law.

Pursuant to article 2404 of the Italian Civil Code, the meetings of the Board of Statutory Auditors may be held through telecommunication, provided that each participant can identify all the other participants and that the participants are allowed to follow the discussion and to intervene in real time in the examination of items and to view, receive or transmit documentation and that the simultaneity of examination and resolution is guaranteed.

Such conditions being fulfilled, the meeting shall be deemed to be held in the place where the Chairman of the Board of Statutory Auditors is present.

Persons holding office as directors or statutory auditors in any number of other companies higher than the limit set or who do not possess the legal and regulatory requisites of integrity and professionalism may not be appointed as standing Auditors and shall be disqualified if elected.

The Board of Statutory Auditors is elected by the Shareholders’ Meeting – which also establishes the criteria for its remuneration – on the basis of lists presented by the Shareholders, in accordance with the laws and regulations in force from time to time, including those regarding gender balance, in which the number of candidates is not higher than the number of members to be elected. 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 substitute Auditor.

A Shareholder may only present or participate in the presentation of one list. A candidate may only run for one list, under penalty of ineligibility. Lists may be presented by Shareholders who, alone or together with others, represent at least 1.5% of the share capital or any other lower legal or regulatory percentage.

The 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 and by the by-laws for the respective positions exist, must be filed together with each list within terms indicated above. Lists that do not meet the above conditions are deemed to be not presented. Such declarations shall be accompanied by a CV, for each candidate, providing personal and professional details.

Lists presenting a total of three or more candidates must include candidates of both sexes in such a way that the less represented gender in a list accounts for at least one fifth of the candidates for the office of standing auditor (at the first mandate after 12 August 2012) and then one third (rounded up, in any case) and at least one fifth of the candidates for the office of substitute auditor (at the first mandate after 12 August 2012) and then one third (rounded up, in any case).

The election of the Auditors takes place as follows:

- a) 2 (two) standing auditors and 1 (one) substitute auditor are elected from the list that obtains the highest number of votes at the Shareholders’ Meeting, based on the progressive order in which they are listed in the sections of the list;
- b) the remaining standing auditor and the other substitute auditor are elected from the list that obtains the second highest number of votes at the Shareholders’ Meeting and that is not in any way, even indirectly, connected with the Shareholders who presented the list that had most votes, on the basis of the progressive order in which they are listed in the sections of the list. Should two or more minority lists obtain the same number of votes, the oldest candidate shall be elected as standing or substitute auditor;
- c) if a single list is presented, the Board of Statutory Auditors is elected entirely from that list.

If the procedures indicated above fail to ensure a Board of Statutory Auditors with a gender balance of standing auditors in accordance with current law, the necessary replacements shall be made from amongst the candidates for the office of standing auditor of the list that obtained most votes, or from a sole list, in the progressive order in which the candidates are listed.

The chairperson of the Board of Statutory Auditors is appointed by the Shareholders’ Meeting, in compliance with current law.

If an Auditor’s legal and statutory requisites cease to exist, the Auditor ceases to hold office.

In the event of replacement, the outgoing Auditor is replaced by the substitute on the same list, also in case of the chairperson.

The replacement procedures in the foregoing paragraphs must in any case ensure compliance with current laws on gender balance.

The above provisions regarding the election of Auditors do not apply at Shareholders’ Meetings that are required by law to appoint standing and/or substitute Auditors and a Chairperson to make up the Board of Statutory Auditors as a result of substitution or disqualification. In these cases, resolutions are carried by simple majority without prejudice to the principle set out in paragraph 2 of this article and in compliance with current laws on gender balance”.

appointment of the Board of Directors and the Board of Statutory Auditors, respectively, reflect all the principles established by Law No. 120/2011.

On the occasion of the renewal of the Board of Directors approved during the Shareholders' Meeting held on 25 May 2017, five female members of the Board of Directors were appointed; they account for one third of the total in compliance with the provisions of Law No. 120/2011: Franca Bertagnin Benetton, Cristina De Benetti, Maria Pierdicchi, Elisabetta Ripa and Catherine Gérardin Vautrin. Moreover, both genders are also represented in the boards of directors of the Italian Subsidiaries Autogrill Europe and Autogrill Italia.

It should also be noted that the Board of Directors annually performs a board review, which - in compliance with the provisions of the Self-Regulatory Code⁹ - also deals, among other things, with the size, composition and functioning of the current Board of Directors and its Committees, also taking into account the professional characteristics, experience - including managerial experience - and gender of its members, as well as their seniority in office.

Autogrill has not yet adopted a specific diversity policy pursuant to article 123-bis, paragraph 2, letter d-bis of TUF, since, in line with the provisions of the Bylaws, Autogrill already promotes diversity both in the composition of the Board of Directors and the Board of Statutory Auditors and in the appointment of the members of the management and supervisory bodies of its Subsidiaries.

Moreover, Autogrill applies this principle also to the selection of managers in relation to gender, training and professional path and age issues, and requires its strict application also to its Subsidiaries.

Limits to the Number of Management and Control Positions held in other Companies

Limits to the Number of Positions of Executive and Non-Executive Directors

The Board of Directors adopted the policy described below regarding the maximum number of management and supervisory positions that Autogrill's directors may hold simultaneously in other companies, as proposed by the Control, Risk and Corporate Governance Committee, by also taking into account, to this end, the participation of the Directors in the Committees established within the Board of Directors¹⁰. In particular:

- a) an executive director of the Company must not hold the office of:

⁹ See application criterion 1.C.1.g) of the Self-Regulatory Code.

¹⁰ Approach adopted through the resolution of the Board of Directors taken on 12 December 2007 and later amended, with the favourable opinion of the Control, Risk and Corporate Governance Committee - in compliance with the application criterion 1.C.3. of the Self-Regulatory Code - by the Board's resolution passed on 18 December 2018, and confirmed by the Board's resolution of 14 March 2019.

- i) executive director in another listed company or a finance company, bank or insurance company, or any company with shareholders' equity in excess of €5 billion and
 - ii) non-executive director or statutory auditor (or member of a supervisory body) in more than three of the companies referred to in (i) above;
- b) a non-executive director of the Company, in addition to the office held in the Company, must not hold the office of:
 - (i) executive director in more than one of the companies in (a)(i) above and non-executive director or statutory auditor (or member of a supervisory body) in more than four of the companies above mentioned, or
 - (ii) non-executive director or statutory auditor in more than six of the above companies.

These limits shall not include offices held in other companies belonging to the Autogrill Group. In addition, several positions held in listed companies or in financial, banking or insurance companies, or companies with net assets of more than 5 billion Euros belonging to the same group of companies, are calculated as a single position. Finally, in the event of a combination of the office of executive director and the office of non-executive director or auditor, the position is considered to be an executive director position.

During its meeting on 14 March 2019, the Board of Directors verified the compliance of each director in office with the limits to the number of positions set out above.

Notification Requirement

Before taking up the office of director or statutory auditor (or member of a supervisory body) in another company, which is neither an associate nor a direct or indirect subsidiary of Autogrill, the executive director shall inform the Board of Directors of the offer he/she was made to take up this role. The Board of Directors may preclude him/her from taking up the office if it finds an incompatibility between the functions of this role and the executive director's functions and the interests of Autogrill.

Other Offices held by the Directors

This Report contains the attached Table 2 showing the number of offices held by each Director in other companies listed in regulated markets (including abroad), in investment, banking, insurance or significant-size entities, with indication of the company name and position held.

Induction Programme

After the settlement of the current Board of Directors, an induction activity was initiated to the benefit of Directors.

In particular, this activity was carried out as specified below:

on 31 May 2017, an information note summarizing the key elements of the regulatory framework applicable to listed companies in Italy was sent to all the Directors;

- ✓ on 5 June 2017, one day of classroom refresher course was held at the Company's offices. During that course, the Chief Executive Officer and Group's CEO Gianmario Tondato Da Ruos, the Chief Executive Officer of the business unit Europe and some other senior executives of the Company and the Group provided the Directors and Auditors with a detailed description of the Group and detailed information on the business sector in which the Group operates (also by visiting the internal research and development laboratory), the principles of correct risk management and the business trends and their evolution, with particular reference to the main management, organisational, strategic and governance aspects;
- ✓ on 14 July 2017, a meeting was held at the law firm advising the Related Party Transaction Committee to update the newly appointed members of the RPT Committee and the Statutory Auditors on the regulatory framework for the transactions with related parties and the related procedures and policies adopted by the Group;
- ✓ on 6 September 2017, a meeting was held to provide the members of the Human Resources Committee and other Directors with an interest in the subject with adequate knowledge of the long-term incentive plans in place for the Group management;
- ✓ on 9 November 2017, after a meeting of the Board of Directors, the Directors and Statutory Auditors were presented with a plan to align the disclosure of the non-financial information and information on diversity required by Legislative Decree No. 254/2016 assimilating EU Directive 2014/95;
- ✓ on 25 September 2018, two presentations were made to the Directors and Statutory Auditors. They concerned the global trends that emerged in consumption, both in general and with specific reference to the catering sector, during the first half of 2018; the strategies - classified according to the criteria of food safety, sustainability (in terms of impact on both a global and local scale) and the so-called premiumisation - implemented in this sector by some of the major competitors of the Autogrill Group were also analysed;
- ✓ on 13 December 2018, with the collaboration of the consulting firm KPMG, the Board of Statutory Auditors and the Control, Risk and Corporate Governance Committee were shown a presentation on the risk management system adopted by Autogrill. During the same meeting, a presentation was also made on the so-called dynamic risk assessment, i.e. the tools for a dynamic assessment of risks; and
- ✓ on 18 December 2018, after a meeting of the Board of Directors, the Directors and Statutory Auditors were shown a presentation on the Group's approach to innovation in the Food & Beverage sector, with

particular reference to sustainability profiles, digital evolution, the creation of new concepts and the development of new products.

The presentations illustrated during the above meetings and the related supporting documents were made available to the members of the Board of Directors and the Board of Statutory Auditors in a special section of the Company intranet with reserved access.

It should also be noted that the induction activity is expressly provided for by art. 5 (g) of the Autogrill Code, which – in compliance with the instructions given in the application criterion 2.C.2. of the Self-Regulatory Code – states that the promotion of the participation, in the most appropriate forms, of Directors and Auditors in activities aimed at providing them with a greater understanding of the sector in which the Company operates, the principles of proper risk management, the regulatory and self-regulatory reference framework and business trends, is expressly entrusted to the Chairperson.

4.3. Role of the Board of Directors

Frequency of Board of Directors' Meetings

Autogrill's Board of Directors is regularly called. During the Year, it met 10 times and 10 meetings are expected for 2019 (3 of which have already been held as of the date of this Report).

The average duration of the meetings of Autogrill's Board of Directors is approximately 3 hours.

Also considering the regular recurrence of its meetings, the Board of Directors is capable of efficiently and promptly performing its tasks and its composition is such that the priority of the corporate interest can be ensured in the performance of its functions.

Pre-Board Meeting Information Package

The promptness and completeness of the Pre-Board Meeting Information Package are ensured by the competent managers of the Company, who take care of all the necessary documents for the discussion of the points listed in the Agenda.

Transmission of these documents to the Board Members is under the direct control of the Secretary of the Board of Directors (a position confirmed by the Board of Directors to the Group General Counsel, Paola Bottero, on 25 May 2017), who takes care to prepare it reasonably in advance before the meeting date, also considering any possible urgency requirement in connection with certain subjects.

In this connection, Autogrill Code¹¹ requires that the material regarding each Board meeting be normally transmitted to the Directors at least three days before the meeting date.

¹¹ See in this regard section 4.4 of the Autogrill Code, which is in line with the application criterion 1.C.5. of the Self-Regulatory Code.

The Pre-Board Meeting Information Package has been facilitated by the creation by Autogrill of a specific section in the corporate Intranet to be strictly accessed only by the Board Members and Statutory Auditors. The remote document sharing system allows, *inter alia*, for the regulation of access functions in connection with the privacy requirements of the information made available (read-only or printable formats - with watermarks identifying the origin and confidentiality of the document – downloadable format). So now Board Members and Statutory Auditors can connect to the database from wherever they are and view the documents of any meeting held in real time or consult the documents regarding all past meetings held over the duration of the respective mandate.

With respect to the Board meetings held in 2018, the term of three days set by the Autogrill Code was generally complied with and, in the cases when it was not possible to send part of the materials required for a meeting within the defined due date, the time to obtain the necessary, accurate and timely information was granted during the Board meetings¹². In this respect, it should be noted that Autogrill Code¹³ states that the Chairperson has not only the duty to ascertain that, within the term mentioned above, Board Members are sent the most appropriate documents regarding the items on the Agenda so as to enable effective participation of the Directors in the works of the Board, but also to ensure that adequate investigations are carried out during Board sessions if, in specific cases, the aforementioned Pre-Board Meeting Information Package cannot be provided.

During the Year, the cases, in which, for urgency reasons, the information on some issues was given at the Board meeting were very rare and account for a percentage of about 5%. In all such cases, the Board of Directors carried out adequate and timely in-depth reviews during the Board meetings.

*Participation of
Directors in Board
Meetings*

In line with the application criterion 1.C.6. of the Self-Regulatory Code, the directors of the Company and the Group having specific competencies and responsibilities on each individual issue examined by the Board¹⁴ are invited to attend all the meetings of the Board of Directors in connection with the subjects dealt with from time to time.

During the meetings, the CEO and the Executives of the Company and of the Group usually give their presentations first and the Chairperson encourages their discussion with all the Board Members.

¹² In this connection, see the remark on the application criterion 1.C.5. of the Self-Regulatory Code.

¹³ See art. 5 of the Autogrill Code.

¹⁴ In this regard, see the application criterion 1.C.6. of the Self-Regulatory Code and the consistent section 4.6 of the Autogrill Code. Furthermore, the comment to art. 1 of the Self-Regulatory Code reads: *"In order to enhance Board meetings as a typical occasion, in which directors (and especially non-executive directors) can obtain adequate information about the management of the Company, the Chief Executive Officers ensure that the competent executives in charge of the relevant corporate functions in relation to the items on the agenda are ready to take part, where requested, in these meetings"*.

The habitual participants in Board meetings are: the Joint Corporate General Manager, the Group Chief Financial Officer, the Group General Counsel and the Group Corporate & Regulatory Affairs Director. The Group People & Transformation Officer and the Chief Internal Audit Executive of the Group are also invited to attend the meetings, when the topics of their respective competence are dealt with.

*Exclusive
Competence of
the Board of
Directors*

In addition to those that may not be delegated by law or Bylaws, the subjects that are under the exclusive competence of the Board of Directors are expressly listed in the Autogrill Code¹⁵, pursuant to which the Board of Directors:

- a) prepares and adopts the Company's corporate governance rules and defines the guidelines of the Group's corporate governance;
- b) appoints the 231 Supervisory Committee pursuant to L.D. 231/2001 and approves the organization, management and control model described therein (the "**Model**" or "**Model No. 231**");
- c) approves the Company's and Group's strategic, industrial and financial plans, including those that span over several years, as well as any change made thereto to allow for transactions of strategic significance that had not been originally included in those plans, and periodically monitors their implementation;
- d) implements, as regards transactions with related parties, which remain under its exclusive competence, the provisions issued on this subject by CONSOB, as transposed into internal procedural rules of the Company and Group;
- e) defines the nature and level of the risk compatible with the Company's strategic objectives, including in its assessments all the risks that may be relevant to sustainability over the medium to long term of the Company's activities¹⁶ and, in the presence of relevant circumstances, the Board acquires the necessary information and takes all appropriate measures to protect the Company and the information disclosed to the market¹⁷;
- f) approves the budget and the annual financial strategy of the Company and the consolidated budget of the Group;

¹⁵ See section 1.3 of the Autogrill Code, which is in line with principle 1.P.2. and application criterion 1.C.1. of the Self-Regulatory Code.

¹⁶ See the application criterion 1.C.1.b) of the Self-Regulatory Code.

¹⁷ The comment to art. 1 of the Self-Regulatory Code reads: "*The Committee stresses the fundamental role of the Board of Directors in assessing the actual operation of the system for the internal control and management of the risks that may be relevant to sustainability over the medium to long term of the issuer's activity. In the presence of relevant circumstances, the Board of Directors acquires the necessary information and takes all appropriate measures to protect the company and the information disclosed to the market*".

- g) approves the operations of the Company and Group having a strategic, economic, equity or financial significance (and that are identified as operations, whose value is higher than the limits of the powers conferred on the Chief Executive Officer);
- h) decides on the establishment of companies with a shareholders' equity not exceeding Euro 10,000,000 and subscription of capital increases in Subsidiaries for amounts not exceeding Euro 10,000,000 per transaction;
- i) examines, evaluates and approves, in compliance with the corporate Bylaws, the legislation and the Autogrill Code, the periodic accounting records and the disclosures required by the applicable legislation, to be submitted to the Board of Statutory Auditors, also in compliance with the procedure adopted pursuant to art. 7 of the Autogrill Code;
- j) attributes, determines the content of, and revokes powers of attorney granted to the President, the CEO, the Executive Committee (if existing), and any Directors with special proxies, appoints the members of the Human Resources Committee and the Control, Risk and Corporate Governance Committee and the members of any other committee that may be established within the Board of Directors (all the committees are collectively called the "**Committees**"), by defining the limits, operating modes and periodicity (at least once every three months) with which the company officers must report to the Board about the activities carried out in the exercise of their powers;
- k) determines, after examining the proposals of the HR Committee and consulting with the Board of Statutory Auditors, as legally required, the remuneration of the President, CEO and, if appointed, Directors holding particular offices and, if the Meeting has not yet done so, apportions the global fees into the portions for each individual member of the Board of Directors, as well as for the members of the Committees formed under the Autogrill Code and for the members of any other existing Committee;
- l) evaluates the adequacy of the organizational, administrative and accounting layout of the Company and the Group; examines and evaluates the general business trends of the Company and the Group, by periodically comparing the results achieved against those expected; examines and evaluates any situation of conflict of interests; all these evaluations being based on the information received from the company officers, from the Company's and the Group's management and from the internal control function, keeping into consideration, in particular, the information received from the President, CEO, Control and Risk Management System Director, and Control, Risk and Corporate Governance Committee;

- m) upon the CEO's proposal, establishes the composition of the governing bodies of the Subsidiaries identified by the Board of Directors from time to time as Subsidiaries of strategic importance;
- n) upon the CEO's proposal, determines the assignments and powers of the General Manager of the Company, if appointed;
- o) without prejudice to the competencies of the Shareholders' Meeting, takes care, after consulting with the HR Committee, to adopt and implement monetary or share incentive plans in the favour of the employees of the Company and defines the contents and criteria of the monetary or share incentive plans in the favour of the employees of the Subsidiaries, and approves, after consulting with the HR Committee, the annual remuneration report;
- p) takes care to ensure that the Board of Statutory Auditors information procedure defined in art. 150 of TUF is complied with;
- q) reports, as required by the applicable legislation and regulations, to the Shareholders during the Meetings;
- r) appoints the Chief Internal Audit Executive; and
- s) approves, after consulting with the Control, Risk and Corporate Governance Committee, the annual report on corporate governance and ownership structure defined in art. 123-bis of TUF.

*Exclusive
Competence of
the Board of
Directors: Control
and Risk
Management
System*

Furthermore, as regards the Control and Risk Management System, the Board of Directors:

- (a) after obtaining the favourable opinion of the Control, Risk and Corporate Governance Committee, (i) defines the guidelines of the Control and Risk System, evaluates its adequacy and effectiveness against the characteristics of the company and the risk profile adopted at least on an annual basis, and entrusts the Control and Risk Management System Director with the task of setting up and maintaining an effective Control and Risk System; (ii) approves, upon the Chairperson's proposal, at least on an annual basis, the work plan prepared by the Chief Internal Audit Executive, after consulting with the Board of Statutory Auditors and Control and Risk Management System Director; (iii) evaluates, after consulting with the Board of Statutory Auditors, the results shown by the Independent Auditors in its letter of suggestions and report on main issues that have arisen during legal auditing; and
- (b) upon the Chairperson's and Control and Risk Management System Director's proposal and after obtaining the favourable opinion of the Control, Risk and Corporate Governance Committee and consulting with the Board of Statutory Auditors: (i) appoints and revokes the Chief Internal Audit Executive; (ii) ensures that the Chief Internal Audit Executive is provided with the adequate resources to perform his/her

tasks; and (iii) defines the remuneration of the Chief Internal Audit Executive consistently with corporate policies and in compliance with the applicable legislation¹⁸.

Assessment of the Adequacy and Effectiveness of the Control and Risk System

During the meeting of 14 March 2019, based on the information and evidence collected with the support of the investigative work carried out by the Control, Risk and Corporate Governance Committee, and further based on the assumptions and assessments of the Control and Risk Management System Director, the Chief Internal Audit Executive, the Financial Reporting Manager and the Enterprise Risk Manager, the Board of Directors ascertained that there are no problems such as to affect the overall adequacy and effectiveness of the Control and Risk System considering the structure of the Company and Group and the peculiarity of the activities carried out by the Group. The Control and Risk System is, however, constantly improved through constant monitoring and systematic planning of improvement initiatives.

We also point out that, on 7 February 2019, the Board of Directors reviewed the results of a risk profile analysis concerning the risks faced by the Company and the Group, conducted on the financial projections of Autogrill Group for the years 2019-2021 and, acknowledging the risk mitigation actions identified by the Group's management, the Board resolved to assess the risk profile that is compatible with the Company's and Autogrill Group's management, in line with the corporate objectives and financial projections illustrated in the same meeting. The risk profile is updated every three months.

Assessment of General Business Trends

Finally, the Board of Directors has periodically assessed general business trends by taking into consideration the information received from the company officers and making periodic comparisons between expected and achieved results. In particular, the Board of Directors¹⁹:

- periodically monitored the implementation of the industrial and financial plans of the Company drafted from time to time;
- adopted policies and procedures as risk management methods for the typical risks of the business activity; and
- examined and made decisions on the significant transactions of the Subsidiaries, even with the mere purpose of acknowledging the same.

Assessment of the Adequacy of the Organizational, Administrative and Accounting Structure of the Issuer and of the Subsidiaries of Strategic Importance

At the meetings held on a monthly basis during the Year, the Board of Directors and the Control, Risk and Corporate Governance Committee assessed the adequacy of the organizational, administrative and accounting structure of the Issuer and of the Subsidiary of strategic importance HMSHost with reference to the internal control and risk management system.

¹⁸ In this respect, see section 11.3 of the Autogrill Code.

¹⁹ In line with the requirements of application criterion 1.C.1. of the Self-Regulatory Code.

Emoluments of Executives

As regards Directors' Fees, we point out that the global remuneration amount for the members of the Board of Directors was established during the Shareholders' Meeting on the date of their appointment, 25 May 2017.

On the same day, in the meeting following its appointment, the Board of Directors apportioned the overall amount of Directors' emoluments fixed by the Shareholders' Meeting among the Board's committees and their respective members. On 29 June 2017, upon the proposal of the Human Resources Committee and having heard the opinion of the Board of Statutory Auditors, it also fixed the emoluments for the special executive functions assigned to the CEO.

It should also be noted that, on 7 February 2019, on the proposal of the Human Resources Committee and after consulting the Board of Statutory Auditors, the Board of Directors decided to grant the Chairman of the Board of Directors a fixed emolument for the particular executive position conferred on him, in addition to the annual remuneration due to him as a member of the Board of Directors.

Periodic Board Self-Evaluation Programme

In January and February 2019, the Board of Directors carried out the periodic Board self-evaluation for the Business Year, regarding - in line with the provisions of the Self-Regulatory Code²⁰the size, composition and operation of the Board of Directors and its Committees, also taking into account the professional characteristics, experience, including managerial experience, and gender of its members, as well as their seniority in office.

The board review was conducted through direct interviews to the individual directors and the chairperson of the Board of Statutory Auditors made by the Lead Independent Director, Massimo Di Fasanella D'Amore Di Ruffano, with the assistance of the Secretariat of the Board of Directors.

The results of the interviews were reported in a summary document, which was first made available to the Directors, and then illustrated and discussed during the Board meeting on 7 February 2019.

Results of the Board Evaluation

The opinion expressed by the Directors was very positive, in general terms, albeit with some suggestions, confirming the evidence of previous self-evaluation experiences.

The structure and composition of the Board of Directors were deemed to be more than adequate for the current and future needs of the Company. In particular, the represented mix (in terms of professionalism, background and gender) was very positively evaluated.

As regards knowledge of the business and the Company, the Directors have suggested the performance of some activities aimed at allowing the full achievement of the two main objectives identified during the periodic self-assessment for the 2017 financial year, consisting of a closer investigation of

²⁰ See the application criterion 1.C.1.g) of the Self-Regulatory Code.

innovation strategies and the acquisition of greater insight on the operational management (especially of HMSHost). In particular, they recommended: (i) organizing an off-site vertical induction session on innovation across the entire universe of the Company (including external and internal processes, B2C, B2B, the business model, the strategic evolution of the retail space and the impact of the open-market), and (ii) within a meeting of the Board of Directors, holding a discussion - led by HMSHost CEO and his/her key executives - on the state of the business, the specific innovation programme planned in North America and the opportunity/risk analysis.

As regards the functioning of the Board of Directors as a whole, the Directors consider that it is well structured, with adequate planning, frequency of meetings and methods of participation.

The Directors found an excellent level of compliance with regard to the contribution of the Board of Directors to the monitoring on management performance and the adequacy of the Risk Control System. The Directors also expressed their appreciation for the Control, Risk and compliance System in relation to the quality of independence assessments and they expressed the hope that two annual meetings of the Independent Directors will also be held in the future.

The Directors involved in Committees expressed their good satisfaction with the functioning and effectiveness of the Committees' activities and with the quality of the meetings' preparatory work.

Finally, it should be noted that the Directors renewed the invitation to the chairpersons of each Committee to consider the advisability of coordinating the work of their respective Committees, including through joint meetings, when matters falling within the competence of more than one Committee are discussed.

*Derogations to
the Prohibition of
Competition*

We point out that the Shareholders' Meeting did not grant any general prior authorization for exceptions or waivers in respect of the prohibition of competition by Directors pursuant to art. 2390, Civ. Code. To date, however, none of the situations contemplated in said provision have occurred.

4.4. Company Officers

CEO or Managing Director

*Functions and
Powers of the Chief
Executive Officer*

The Board of Directors is a unitary body in which the delegated management powers entrusted to the Chairperson and CEO are balanced by the technical and professional expertise of non-executive and independent directors in order to promote ongoing and positive discussion within the Board of Directors leading to decisions in line with the interests of the Company.

In line with a resolution taken by Autogrill's Board of Directors in their meeting on 25 May 2017, the CEO has general management powers to be

exercised within the framework of (i) business plans and budgets, (ii) limitations of scope and values applying to the matters reserved to the Board of Directors pursuant to laws, Bylaws and the Autogrill Code, (iii) laws and regulations and the Company's Code of Ethics and procedures, and (iv) all decisions and policies of the Board.

*Limits to the
Powers granted*

Some of the powers of the Chief Executive Officer – who also acts as Group's CEO and General Manager – must be exercised within the specific limits listed below:

- (a) entering into, with all appropriate clauses, amending and terminating purchase and sale contracts (including those with title retention clauses) and trade-in of machinery, plant, equipment, materials and motor vehicles within a value limit of €10,000,000 per single contract;
- (b) entering into, with all appropriate clauses, amending and terminating consultancy, intellectual and professional services contracts in general: up to €2,000,000 per single contract and, in the event of a task entrusted to an individual person and/or single-member company, for an amount not exceeding €1,000,000 per single fixed-term contract;
- (c) entering into, with all appropriate clauses, amending and terminating leases and subleases of buildings and similar units of property, leasing or subleasing of businesses, provided that the minimum annual rent does not exceed €5,000,000;
- (d) entering into, with all appropriate clauses, amending and terminating acquisitions and/or disposals of businesses or business units: up to €10,000,000, gross of all charges and liabilities, per single contract;
- (e) purchase, sale or underwriting of shares, equity interests or consortium shares: amounts not in excess of €10,000,000 per transaction;
- (f) purchase and sale (spot and forward) and pledging of Government securities and Government-backed securities of any kind, and purchase and sale of debt instruments of supranational issuers, with full powers: up to €10,000,000 per transaction;
- (g) stipulation, with appropriate clauses, amendment and termination of purchase and sale contracts for buildings, land and other property assets: up to €10,000,000 per single contract;
- (h) stipulation, also in the interest of Subsidiaries, with appropriate clauses, amendment and termination of agreements to open credit lines and credit facilities in general, financing or credit mandates: up to €20,000,000 per single contract;
- (i) entering into, with all appropriate clauses, amending and terminating loan agreements: up to €20,000,000 per single transaction;

- (j) entering into, with all appropriate clauses, amending and terminating infra-group loan contracts of any kind: with no amount limits in case of wholly-owned subsidiaries and up to €10,000,000 per single transaction in case of Subsidiaries; Group treasury cash pooling contracts and infra-group current account contracts: with no amount limits;
- (k) entering into, with all appropriate clauses, amending and terminating current and deposit account contracts with banks and post offices, including cash pooling contracts: with no amount limits in the interest of wholly-owned subsidiaries and within a maximum daily pooling availability of €10,000,000 in the interest of Subsidiary companies;
- (l) applications - including in the interest of subsidiaries – for bank or insurance guarantees, letters of guarantee and undertakings in general, issuance of letters of surety, letters of indemnity, endorsements or letters of patronage: up to €20,000,000 per single transaction;
- (m) underwriting of counter security and indemnity letters: up to €20,000,000 per single deed against guarantees issued by banks in favour of third parties and in the interest of the Company;
- (n) initiation and abandonment of legal action; settlement of litigation in or out-of-court; appointment and revocation of counsel, attorneys and consultants; appointment of arbitrators, also under amiable composition: up to €5,000,000 per single dispute.

Transactions exceeding the aforementioned limits are reserved to the competence of the Board of Directors.

On 25 May 2017, the Board of Directors confirmed to the Chief Executive Officer the office of Control and Risk Management System Director (see section 11.1 of this Report).

*No Interlocking
Directorate*

We point out (as already pointed out in section 4.2 of this Report) that there is no interlocking directorate²¹ situation.

Chairperson of the Board of Directors

*Functions and
Powers of the
Chairperson*

The Chairperson is vested with legal powers and with the powers specified in the Company's Bylaws, is responsible for the operation of the Board of Directors, coordination of its activities and provision of information to the Directors.

In particular, the Chairperson may propose initiatives that he considers appropriate for increasing the Directors' knowledge of the Company and its operations.

²¹ See application criterion 2.C.6. of the Self-Regulatory Code.

The Chairperson may – with the consent of the other Directors – invite senior managers of the Company or of Subsidiaries, or consultants, to attend meetings of the Board to describe certain specific transactions or technical and operational matters concerning the Company and the Group.

Pursuant to Autogrill Code²², the Chairperson of the BoD shall:

- (a) take care that the Board Members receive, usually at least three days before the date fixed for each Board Meeting, the most appropriate documentation concerning the points on the Agenda to allow for an effective participation of the Directors of the Company in the meeting;
- (b) if, in specific cases, it is not possible to provide the documentation as per point (a) above, ensure that adequate and timely investigations are carried out during Board sessions;
- (c) procure that the adequate information flow between the BoD and the other governing bodies of Autogrill is ensured;
- (d) follow, consistently with the programmes approved by the competent boards, the general initiatives for the promotion of the image of the Company;
- (e) represent the Company, in compliance with the resolutions made by the competent boards, in the ordinary and extraordinary meetings of the companies or entities whereto the Company is a party, with power to appoint the Company's employees or third parties as special proxies for the exercise of said powers;
- (f) manage the relationships of the Company with national, foreign and supranational authorities, bodies and agencies;
- (g) promote the participation of Directors and Auditors in initiatives aimed at providing them with a greater understanding of the sector in which the Company operates, the regulatory and self-regulatory reference framework and business trends.

In addition, in order to guarantee maximum efficiency and effectiveness of the management and ensure the involvement of the Chairperson in the main decision-making processes, by a resolution passed on 7 February 2019, Autogrill's Board of Directors also conferred some management powers on the Chairperson, to be exercised in compliance with: (i) corporate plans and budgets, (ii) the limits of object and value relating to the matters reserved to the Board of Directors pursuant to law, the Bylaws and Autogrill Code, (iii) the laws and regulations, the Code of Ethics and the procedures of the Company, and (iv) any decision and direction of the Board of Directors. In

²² See art. 5 of the Autogrill Code.

particular, the Chairperson has been granted, *inter alia*, the following delegated powers:

- (a) convene the meetings of the Board of Directors and Executive Committee, if any, establish the agenda and guide the conduct of the relevant meetings;
- (b) communicate the items on the agenda and provide the Directors with adequate documentation in reasonable advance so as to enable them to participate effectively in the work of the Board of Directors;
- (c) ensure adequate information flows between the Board of Directors, the Executive Committee, if any and on the matters falling within its competence according to regulations, and the Committees provided for by the Autogrill Code, guaranteeing the consistency of the decisions of the Company's collective bodies. In particular, the Chairperson must guarantee the information on the basis of which resolutions are taken and, in general, the powers to manage, direct and control the Company's activities are exercised by the Board of Directors and the Executive Committee, if any, and on the matters falling within its competence according to regulations;
- (d) ensure that the Board of Directors and the Board of Statutory Auditors are regularly informed of the most significant events that have occurred and, at least on a quarterly basis, also of the general performance of the Company and the Group;
- (e) follow the general initiatives for the promotion of the Company's image in Italy and abroad, in accordance with the programmes approved by the collective bodies and in agreement with the Chief Executive Officer;
- (f) follow the legal issues of interest to the Company and ensure that the Board of Directors is kept up to date with the new laws and regulations of the sector in question;
- (g) promote the participation of the Company's Directors and Statutory Auditors, in the most appropriate forms, in initiatives aimed at providing them with greater knowledge of the sector in which the Company operates, of the principles of correct risk management, of the regulatory and self-regulatory framework of reference and of company dynamics;
- (h) support the Chief Executive Officer in defining and presenting the CEO's proposals to the Board of Directors regarding the strategic, industrial and financial plans, including long-term plans, of the Company and the Group;
- (i) follow the economic and financial performance of the Company;

- (j) on behalf of the Board of Directors, dialogue with the Group Internal Audit function and with the Risk, Control and Corporate Governance Committee in order to examine the work plan prepared by the Group Internal Audit function and supervise the activities of that Function;
- (k) with regard to market disclosure, support the Chief Executive Officer in defining the communication activities to the authorities competent for market control;
- (l) support the Chief Executive Officer in the elaboration of market communication and investor targeting strategies, as well as in the definition of contact plans with strategic investors;
- (m) supervise the progress of corporate affairs and the correct implementation of the resolutions of the collective bodies;
- (n) implement the resolutions of the competent collective bodies, represent the Company in the ordinary and extraordinary Shareholders' Meetings of the companies, entities and bodies in which the Company participates, with the power to grant special powers of attorney to the Company's employees for the exercise of said powers;
- (o) in agreement with the Chief Executive Officer, take care of the Company's relations with national and foreign authorities, entities and bodies, including those of a supranational nature, and manage the related communication;
- (p) stipulate consultancy, intellectual work or professional service contracts lasting no more than twelve months and involving payment of amounts not exceeding 300,000 Euros per individual contract;
- (q) grant and revoke special proxies or powers of attorney to employees of the Company for individual acts within the scope of the powers conferred on him/her.

Information Reports for the Board

*Periodic
Information
Reports*

The Board constantly monitors general management performance, with a special focus on the information it receives from the CEO, and periodically checks actual against programmed results.

In particular, at each meeting of the Board of Directors and at least every quarter:

- the CEO or the other Directors with special powers report to the Board and to the statutory auditors on the exercise of their powers;

- the CEO reports on general trends and outlook in the business, on related party transactions and transactions of greater importance carried out by the Company and its Subsidiaries.

Except as stated above with reference to the attendance of the executives at the meetings of the Board of Directors, during the Year, to provide Directors with deeper insights into the operating mechanisms and facts concerning the Company, some managers of the Company and its Subsidiaries have been invited to attend the meetings of the Strategy and Investment Committee, the HR Committee, and the Control, Risk and Corporate Governance Committee.

The list of the executives that are entitled to attend the meetings of the Control, Risk and Corporate Governance Committee is envisaged by the Committee's regulations available on the Company's website (www.autogrill.com – Governance section).

4.5. Other Executive Directors

No Directors on Autogrill's Board of Directors, other than the CEO and the Chairperson of the Board of Directors, may be considered executive.

4.6. Independent Directors

The Board of Directors, also based on the information received from the same Directors, has assessed – on an annual basis – whether each Board member met the independence requirements and exhaustively informed the market in this regard. The presence of a majority of Independent Directors in the Board of Directors and its Committees is an appropriate way of safeguarding the interests of all Shareholders and stakeholders²³.

On 25 May 2017, upon the first available meeting after its appointment, the Board of Directors assessed and ascertained the existence of the independence requirements provided for by the Autogrill Code, as well as the independence requirements established by TUF²⁴ regarding seven out of the thirteen Board Members then in office: Ernesto Albanese, Francesco Umile Chiappetta, Cristina De Benetti, Massimo Di Fasanella D'Amore Di Ruffano, Maria Pierdicchi, Elisabetta Ripa and Catherine Gérardin Vautrin, and. The Board of Directors informed the market of the results of its assessments through a statement released on the same date.

As provided for by the Self-Regulatory Code – that recommends verifying once a year the independence of Directors – on 8 March 2018 and 14 March 2019, the Board of Directors has once again assessed and verified the

Assessment of the Compliance of newly appointed Board Members with Independence Requirements

Yearly Assessment of the Compliance of Board Members with Independence Requirements

²³ In this regard, see principle 3.P.2. of the Self-Regulatory Code. In application criterion 3.C.1, the Self-Regulatory Code indicates non-exhaustive parameters the Board may comply with in assessing the independence of its non-Executive Directors.

²⁴ See section 3.1(i) of the Autogrill Code and the combined provisions of articles 147-ter, paragraph 4, and 148, paragraph 3, of TUF.

compliance of the seven above-listed Board Members with the aforementioned independence requirements.

On 8 March 2018 and 14 March 2019, the Board of Statutory Auditors verified the correct application of the assessment criteria and procedures adopted by the Board of Directors to evaluate the independence of its members²⁵.

*Meetings of the
Independent
Directors*

Independent Directors meet at least once a year in a plenary session chaired by the Lead Independent Director and in the absence of the other Directors to discuss the working of the Board of Directors and governance issues²⁶, holding an *ad hoc* meeting, separate from the meetings of the Committees, as recommended in the comment to art. 3 of the Self-Regulatory Code. During the Year, the Independent Directors held a plenary session on 26 January 2018. During 2019, they met on 7 February 2019.

4.7. Lead Independent Director

Meeting on 19 June 2017, the Board of Directors appointed Board Member Massimo Di Fasanella D'Amore Di Ruffano as the Company's Lead Independent Director responsible for carrying out the tasks provided for by the Self-Regulatory Code²⁷ and international best practices. In addition to acting as reference point and coordinating the requests and contributions of non-executive directors, and particularly independent directors, the Lead Independent Director cooperates with the Chairperson to ensure that directors actually receive complete and prompt information.

²⁵ Pursuant to article 15.8 of the Autogrill Code (application criterion 3.C.5. of the Self-Regulatory Code).

²⁶ In line with the provisions of the application criterion 3.C.6. of the Self-Regulatory Code.

²⁷ See application criterion 2.C.5. of the Code.

5. PROCESSING OF CORPORATE INFORMATION

Privileged Information Procedure

Since 2006, the Board of Directors has adopted a Group procedure for disclosing privileged information to the market (the “**Privileged Information Procedure**”).

In this regard, we point out that, on 30 June 2016, in view of the entry into force on 3 July 2016 of the new European market abuse legislation contained in Regulation (EU) No. 596/2014 on market abuse and its implementing regulations (“**MAR**” or “**Market Abuse Regulation**”), a new procedure for the disclosure of privileged information to the market was adopted in conformity with (i) Chapter 2 and Chapter 3 of MAR, (ii) Part IV, Title III, Chapter I of TUF, and (iii) Part III, Title II, Chapter I and Chapter II, Section I of the Issuers’ Regulations.

In this regard, it should be noted that, at the meeting of the Board of Directors held on 14 March 2019, a new procedure was adopted for the disclosure of privileged information to the market. Said procedure adequately takes into account current regulations and, in particular, the guidelines published by CONSOB in October 2017 on the management of privileged information, as well as the first implementation practices.

In line with current legislation²⁸, the Company set up a register containing the names of all individuals and information concerning legal entities, who on account of their occupational or professional activity or of the functions they perform for Autogrill or its Subsidiaries, have or may have access, regularly or occasionally, to privileged information.

The function in charge of the preparation and updating of this register is the Group’s Corporate Affairs Department.

The Company also constantly applies the principles contained in the “Guide to Market Disclosure”, which was presented by Borsa Italiana in 2002 and supplements existing provisions of law and regulations.

Internal Dealing Procedure

Already in 2006, the Board of Directors adopted an internal dealing procedure whereby relevant persons disclose to the market transactions involving shares and other financial instruments issued by the Company.

In this regard, we point out that, at the meeting of the Board of Directors on

²⁸ See art. 18 of MAR and the (EU) Implementing Regulation No. 2016/347 of the Commission of 10 March 2016 laying down the “implementing technical standards with regard to the precise format of insider lists and for updating insider lists in accordance with Regulation (EU) No. 596/2014 of the European Parliament and of the Council”.

30 June 2016, a new internal dealing procedure (the “**Internal Dealing Procedure**”) was adopted in order to assimilate the regulatory innovations related to the entry into force of the new European market abuse legislation on 3 July 2016, as contained in MAR.

In particular, the Internal Dealing Procedure was adopted in conformity with (i) art. 19 of MAR, (ii) art. 114 of TUF, and (iii) articles 152-*sexies* - 152-*octies* of the Issuers’ Regulations.

Relevant Persons

The current definition of relevant person, thus obliged to comply with the Internal Dealing Procedure, includes Directors and statutory auditors of Autogrill, subjects who exercise functions of direction and executives who have regular access to privileged information directly or indirectly concerning Autogrill and are authorized to make management decisions that can affect Autogrill’s future development and prospects and all persons closely associated to such relevant persons, in accordance with applicable laws and regulations.

Relevant persons and their closely associated persons are prohibited from trading in the Company’s shares or debt instruments, as well as in derivative instruments and other related financial instruments in the 30 days before the disclosure to the public of the period financial and economic data that the Company is required to disclose in accordance with applicable law.

The person in charge of receiving, managing and disclosing to the market the information required under the Internal Dealing Procedure is the Group’s Corporate Affairs Director.

The Internal Dealing Procedure is available for consultation in the Company’s website (www.autogrill.com - *Governance* section).

Procedures for the Internal Management and Public Disclosure of Documents and Information regarding the Company

As envisaged by the Self-Regulatory Code²⁹, the Autogrill Code requires the Chairperson, in agreement with the CEO, to propose the Board the adoption of procedures for the internal management and public disclosure of documents and information concerning the Company.

The Company believes that the current Privileged Information Procedure already contains specific provisions for the regulation of the matters under discussion.

²⁹ See application criterion 1.C.1.j) of the Code.

6. INTERNAL BOARD COMMITTEES

Committees contemplated by the Self-Regulatory Code

In compliance with the Self-Regulatory Code, the Board of Directors set up the following Committees:

- (i) a Human Resources Committee, to carry out, *inter alia*, the functions of the Remuneration Committee provided for in the Self-Regulatory Code;
- (ii) a Control, Risk and Corporate Governance Committee, to carry out the functions, *inter alia*, of the Control and Risk Committee specified in the Self-Regulatory Code.

Other Committees

In addition to the above, the Board of Directors also set up:

- (iii) a Related-Party Transaction Committee, pursuant to the Related-Party Transaction Regulations; and
- (iv) a Strategy and Investment Committee.

The Committees under (i), (ii) and (iii) above are dealt with in sections 8, 10 and 12, respectively, of this Report.

The Strategy and Investment Committee

The Strategy and Investment Committee was set up on a voluntary basis for the first time on 21 April 2011. Its current members are independent Directors Massimo Di Fasanella D'Amore Di Ruffano, Catherine Gérardin Vautrin and Elisabetta Ripa, and non-Executive Directors Paolo Roverato and Marco Patuano (who chairs the Committee).

Functions of the Strategy and Investment Committee

The Strategy and Investment Committee provides the CEO and Board of Directors with information and advice on Group strategy and investment policies and also on major transactions.

In particular, the Strategy and Investment Committee examines the CEO's proposals to be submitted to the Board of Directors concerning:

- business strategies;
- long-term plans and budgets for the Group and its strategically important operating companies, and major transactions, on which it expresses opinions and/or recommendations;
- annual budget and long-term investment plan and updates thereof and additions thereto;
- the Group's investment policies and updates thereof;
- specific investment projects of particular strategic and/or economic importance.

The Strategy and Investment Committee also monitors implementation of the business strategies and investment programmes approved by the Board of Directors. The Committee's meetings are also attended by the Chief Executive Officer, the Joint Corporate General Manager and the Group's Chief Financial Officer, while other Company and Group executives may be invited by the chairperson to be involved on specific subjects.

Budget

For 2019, the Strategy and Investment Committee will have an available budget of €30,000 for ordinary operating expenses, within the indicative limits of the amount allocated by the Board of Directors at its meeting of 18 December 2018.

*Group's Procedure
for Capital
Expenditure*

On 18 June 2015, the Board of Directors met to approve a new Group's procedure for capital expenditure ("Group Capital Expenditure Policy"), which became advisable because of the increasing centralization of functions and a strengthened presence of the Group in emerging Countries.

The Group Capital Expenditure Policy focuses on three key areas: (a) the management of the pipeline of opportunities, in compliance with strategic guidelines; (b) the evaluation of proposals throughout the entire life cycle of investments; and (c) the involvement of corporate functions in the control and monitoring of the proper implementation of the policy.

As last amended on 29 June 2017, the Group Capital Expenditure Policy regulates the approval mechanisms applicable to capital investment proposals.

*Explanations
concerning the
Allocation of
Functions among
the Committees*

Finally, referring to the recommendation contained in the Self-Regulatory Code³⁰, we point out that - except as described in paragraph 7 below of this Report with regard to the Appointment Committee - Autogrill governance does not contemplate any centralization of functions in a single committee or any allocation of the functions other than the one envisaged in the Self-Regulatory Code distributing the functions among the various committees.

It should be noted that, in compliance with the application criterion 4.C.1.d) of the Self-Regulatory Code, the meetings of each committee are verbalized and the Chairperson of the Committee properly informs the Board of Directors during the first available meeting.

³⁰ See the comment to article 4 of the Code, according to which, in the corporate governance report, the Board of Directors is required to explain the reasons, which have eventually led it not only to gather various functions in a single committee or to reserve said functions to the Board of Directors, but also to distribute otherwise the functions assigned to the different committees.

7. APPOINTMENT COMMITTEE

*Explanations
required by the
"Comply or Explain"
Principle*

In the light of the "comply or explain" principle³¹, we point out that:

- i. the Board of Directors has not so far deemed it appropriate to set up an Appointment Committee, as contemplated in art. 5 of the Self-Regulatory Code; no reference is actually made in this regard in the Autogrill Code, which expressly requires only the creation of the Human Resources Committee and of the Control, Risk and Corporate Governance Committee (in addition to any other Committee that could be required with the task of presenting proposals or giving advice – see art. 9 of the Autogrill Code);
- ii. said decision was made by the Board of Directors in consideration of the fact that:
 - (a) as expressly indicated even in the comment to art. 5 of the Self-Regulatory Code, the Appointment Committee, which was historically established in systems characterized by a high degree of shareholder dispersion in order to ensure an adequate level of independence of the Directors from the management, particularly as regards issuers with a broad shareholder base – and, therefore, not comparable with the present Autogrill shareholding layout – plays a particularly significant role in identifying candidates for the office of director;
 - (b) to further confirm and guarantee the independence of the Directors from the management, it must be noted that two members of the Board of Directors currently in office were appointed based on a minority list submitted by asset management companies and institutional investors and that seven of the thirteen Directors in office fulfil the independence requirements established by the combined provisions of art. 147-ter, paragraph 4, and art. 148, paragraph 3, of TUF, as well as paragraph 3.1 of the Autogrill Code, as better detailed in paragraph 4.6 above of this Report;
 - (c) the decision not to create an internal appointment committee has been confirmed by the Board of Directors, upon the proposal of the Control, Risk and Corporate Governance Committee, with the unanimous vote of the Directors attending the meetings of 12 March 2015, 10 March 2016, 20 December 2016, 9 March 2017, 8 March 2018 and 14 March 2019;

³¹ Principle ratified by paragraph IV of the "Guiding Principles and Transitional Arrangements" section of the Self-Regulatory Code. Please also refer to section 3 above of this Report.

- (d) said decision will be periodically evaluated and discussed again in order to take into account not only the concrete needs of the Company, but also the indications that will gradually emerge, *inter alia*, from the annual report on the enforcement of the Self-Regulatory Code, issued by the Corporate Governance Committee and annually published by Borsa Italiana and, more generally, any change in the practice of Italian listed companies in the matter;
- (e) as permitted by the application criterion 4.C.2. of the Self-Regulatory Code, the functions resting on the appointment committee are reserved to the entire Board of Directors, under the coordination of the Chairperson; in this regard, we remind readers that Autogrill governance is perfectly consistent with the instructions contained in the aforementioned application criterion, under which the reservation of jurisdiction to the entire Board of Directors is permitted if:
 - ✓ independent directors represent at least half the Board of Directors;
 - ✓ the Board dedicates specific spaces to the Committees' "investigation" activities during Board meetings; and
 - ✓ only concerning the Control and Risk Committee, the issuer is not controlled by another listed company, or subject to direction and coordination.

However, since, as specified in section 4.1 above of this Report, the Company did not deem it appropriate to adopt a succession plan for Executive Directors, the contribution to the preparation of any such plan is among the activities of the Appointment Committee that are not currently carried out by the Board of Directors.

Furthermore, since the Shareholders' Meeting did not authorize, in general or preventatively, exceptions to the no competition obligation for Directors, established by art. 2390 of the Civil Code³², the Board was not and is not called to perform any evaluation, to be consequently reported during the first Meeting called, concerning any issue or problem for the purpose of that authorization.

Finally, we specify that no difficulties have so far been encountered by the Shareholders in preparing the lists for the appointment of the Board of Directors or by the Board in co-opting directors pursuant to art. 2386 of the Civil Code and art. 10 of the Bylaws.

³² See section 4.3 above of this Report.

8. HUMAN RESOURCES COMMITTEE

Composition and Operation of the Human Resources Committee

Main Functions of the Human Resources Committee

The Human Resources Committee carries out functions, which, pursuant to the Self-Regulatory Code, fall within the competence of the Remuneration Committee. In particular, it monitors the alignment between the top management remuneration system and the creation of value for the Company; it is also responsible for the organization and development of human resources and the definition of guidelines for the appointment of the members of corporate bodies in the major Subsidiaries.

The operating rules of the HR Committee were last updated on 20 December 2016.

Composition of the Human Resources Committee

The HR Committee, appointed by the Board of Directors on 25 May 2017, consists of non-Executive, mostly independent³³, Directors. The independent Director Maria Pierdicchi who chairs the Committee, the Director Massimo Di Fasanella D'Amore Di Ruffano (Lead Independent Director) and the non-Executive Director Paolo Roverato.

As also reflected in the *curricula vitae* shown in this Report, all the members of the HR Committee have the appropriate expertise in financial issues, as assessed and ascertained by the Board of Directors upon their appointment³⁴.

Participation in the Committee's Meetings

Provided that no Director takes part in the meetings during which proposals are submitted to the Board of Directors concerning his/her remuneration³⁵, the Chairperson and the Chief Executive Officer are normally invited to attend the meetings of the Human Resources Committee.

Furthermore, the meetings of the HR Committee are attended by the Group People& Transformation Officer and, upon invitation from the chairperson of the HR Committee, the Company and Group Managers are involved when specific matters are discussed. The chairperson of the Board of Statutory Auditors is also invited to attend the meetings of the HR Committee, and he/she may delegate another Standing Auditor for the purpose.

Functions of the Human Resources Committee

As anticipated, the functions of the Human Resources Committee include those of a "remuneration committee", as outlined in the Self-Regulatory

³³ In line with the recommendation set forth in principle 6.P.3. of the Self-Regulatory Code, whereby the HR Committee may be composed of a majority of independent directors provided that, as in this case, the chair of the aforesaid HR Committee is also chosen from among independent directors.

³⁴ See again, in this regard, principle 6.P.3. of the Self-Regulatory Code.

³⁵ In compliance with the application criterion 6.C.6 of the Self-Regulatory Code.

Code, since it has investigation, consulting and proposition functions *vis-à-vis* the Board of Directors.

In particular, pursuant to the Autogrill Code³⁶, the HR Committee shall:

- (i) submit proposals to the Board of Directors for the definition of a general policy for the remuneration of the Chairperson, Executive Directors, Company Directors holding particular offices, executives with strategic responsibilities, as well as the top management of the Company and the Group, including with the purpose of assisting the BoD in the preparation of the remuneration report to be submitted to the Meeting on an annual basis, and periodically assess the appropriateness, global consistency and actual implementation of the general remuneration policy approved by the Board;
- (ii) submit proposals to the BoD for the global remuneration of the Chairperson, CEO, Company Directors holding particular offices, executives with strategic responsibilities (by using, for this purpose, the information provided by the CEO) and, upon the CEO's proposal, for the determination of the criteria for the remuneration of the top management of the Company and the Group, including the related performance objectives associated with the variable component of said remuneration;
- (iii) monitor the implementation of the decisions adopted by the Board and ensure, in particular, the actual achievement of performance objectives;
- (iv) review any monetary or share incentive plan for the Company's and Group's employees, the criteria for the composition of the governing bodies of the Subsidiaries of strategic importance and the strategic development policies of the human resources.

*Explanations
required by the
"Comply or Explain"
Principle*

In the light of the "comply or explain"³⁷ principle, as regards the Board of Directors' decision not to entrust the HR Committee with the further task of submitting proposals regarding the remuneration of Directors in general (beyond Executive Directors, the Chairperson and the other Directors holding particular offices)³⁸, we point out that:

- (a) said decision was made in connection with the fact that the determination of general Directors' fees falls under the competence of the Shareholders' Meeting and that, in the practice followed to date within the framework of the meetings deciding on the remuneration of Autogrill's Board of Directors, each proposal in that regard was always submitted by one or more Shareholders;

³⁶ See paragraph 10.1(a) of the Autogrill Code.

³⁷ Principle ratified by paragraph IV of the "Guiding Principles and Transitional Arrangements" section of the Self-Regulatory Code. In this regard, see section 3 above of this Report and its footnotes.

³⁸ As required by principle 6.P.4. of the Self-Regulatory Code.

- (b) the decision to partially diverge from the Self-Regulatory Code, which was taken through a Board resolution on 20 December 2012, has been confirmed by the Board of Directors, upon the proposal of the Control, Risk and Corporate Governance Committee, with the unanimous vote of the Directors attending the Meeting of 12 March 2015, 10 March 2016, 20 December 2016, 9 March 2017, 8 March 2018 and 14 March 2019; and
- (c) said decision will be periodically evaluated and discussed again in order to take into account not only the concrete needs of the Company, but also any indications that will gradually emerge, *inter alia*, from the annual report on the enforcement of the Self-Regulatory Code, issued by the Corporate Governance Committee and from the format for the corporate governance and ownership report annually published by Borsa Italiana and, more generally, any change in the practice of Italian listed companies in the matter.

The Related-Party Transaction (RPT) procedure adopted by the Board of Directors (see section 12 below of this Report) allows for the exemption of resolutions concerning the remuneration of Directors and other executives with strategic responsibilities from the application of the provisions of the Related-Party Transaction Regulations and from the RPT Procedure itself provided that (i) the Company has adopted a remuneration policy; (ii) a committee of exclusively non-Executive Directors of whom a majority are independent (Human Resources Committee) is involved in the definition of the remuneration policy; (iii) a report illustrating the remuneration policy has been submitted to the approval or consultative vote of the Shareholders' Meeting; (iv) the remuneration assigned is in line with such policy.

*Access to
Information and
Business Functions*

The HR Committee may access information and business functions in the course of its duties and also use external consultants, at the Company's expense and within the limits set by the Board, provided they make sure such consultants are not in situations that might compromise their independence of judgement.

*Report to Corporate
Bodies*

The HR Committee's Chair reports to the first available meeting of the Board of Directors on each meeting held by the HR Committee.

At the Company's Annual General Meeting, the HR Committee or the Board, based on the Committee's indications, reports on the aforesaid remuneration policies and the HR Committee, through its Chairperson or another member, reports on how its functions are carried out.

*Meetings and
Activities in 2018
and 2019*

During the Year, the HR Committee met 6 times (with an average duration of approx. 1 hour and forty minutes) to examine and propose the following to the Board of Directors, which – where required – has approved:

- the evaluation and subsequent proposal to introduce a new short-term incentive scheme called MBO 2018, with objectives - starting from the annual vesting period - consistent with the guidelines

- provided by the Board of Directors and the same Human Resources Committee;
- the definition and proposal of the economic-financial and individual objectives for the MBO 2018 incentive scheme and the simultaneous evaluation of the proposed objectives for the CEO, the Financial Reporting Manager and, after hearing the Control, Risk and Corporate Governance Committee, the Chief Internal Audit Executive;
 - the evaluation of the annual individual objectives of the SEMP 2017 hybrid incentive scheme for the CEO, the Financial Reporting Manager and, after hearing the Control, Risk and Corporate Governance Committee and the Board of Statutory Auditors, for the Chief Internal Audit Executive;
 - the evaluation of the level of achievement of the objectives of the SEMP *Wave 2* (2015-2017) incentive scheme, namely the objectives for the CEO, the Financial Reporting Manager and, after hearing the Control, Risk and Corporate Governance Committee and the Board of Statutory Auditors, for the Chief Internal Audit Executive;
 - the assessment of the introduction of a new long-term incentive plan in line with the long-term objectives of the Group's 2018 Performance Share Units Plan, consisting of three waves and, specifically, the proposal for the implementation of *Wave 1* and *Wave 2* of the aforementioned plan 2018-2020 with particular reference to the Chief Executive Officer;
 - the evaluation concerning the level of achievement of the *Wave 3* performance condition of the long-term incentive plan called *Phantom Stock Option Plan 2014*;
 - the evaluation of the proposal formulated by the Chief Executive Officer concerning the payment of a discretionary one-off fee to six senior managers to reward the success of the Reorganization Transaction;
 - the updating and evaluation in relation to the Intergenerational Agreement initiated with the aim of carrying out the actions required to achieve medium to long-term growth objectives thanks to a generational changeover in the Italian Food & Beverage network;
 - the regular updating in relation to the organizational changes regarding the Business Units of the Group, aimed at facilitating the implementation of the necessary actions to achieve the growth objectives in terms of profitability, investments and revenue indicated in the Business Plan;
 - the assessment of the Group's internal talent management and succession pipeline through a detailed analysis of the leadership development project "Executive Leadership Journey";
 - the analysis of salary trends aimed at evaluating merit remuneration variations for executives with strategic responsibilities and top managers;

- the proposal to hire the Joint Corporate General Manager with powers to finance and business services;
- the proposal to hire the new Chief Executive Officer for the BU Europe;
- the proposal to appoint, following an organizational change, a new Group Chief Internal Audit Executive, and the subsequent proposal concerning the induction process;
- the updating on the welfare initiatives in place at the Company's headquarters;
- the preparation of the Remuneration Report for the year 2017, pursuant to art. 123-ter of TUF and art. 84-quater of the Issuers' Regulations, approved by the Board of Directors on 8 March 2018 and made available at the Company's registered office and the Company's website as required by the law.

During the first months of 2019 – until the date of this Report –, the Human Resources Committee met 2 times (with an average duration of the meetings of approximately 2 hours) to examine and propose the following to the Board of Directors:

- the evaluation of the proposal relating to the remuneration of the Chairperson of the Board of Directors;
- the information on the proposal concerning the Group Chief Financial Officer's exit package;
- the analysis of salary trends, aimed at assessing changes in the remuneration of executives with strategic responsibilities and senior management;
- the preparation of the Remuneration Report for the Year, pursuant to art. 123-ter of TUF and art. 84-quater of the Issuers' Regulations, approved by the Board of Directors on 14 March 2019 and made available at the Company's registered office and on the Company's website in accordance with the law;
- the evaluation of the organizational adjustment interventions with the proposal to add a new manager in the HR Italy department; and
- the update relating to the finalization of the selection process of the Chief Internal Audit Executive and the related proposal for inclusion.

The actual participation of each member in the meetings of the HR Committee for the Year is detailed in Table 2 provided in the Appendix.

An approximate number of 6 HR Committee meetings, 2 of which have already been held at the date of this Report, is expected for 2019.

The meetings of the HR Committee and their resolutions are duly recorded in the minutes.

In carrying out its functions the HR Committee is assisted on technical aspects by the Group People & Transformation Officer and experts in the

sector or Group executives invited from time to time to take part in meetings.

The Board of Directors allocated 30,000 Euros for the operating costs of the HR Committee over the Year. For 2019, the Human Resources Committee will have an available budget of 30,000 Euros for its operation, within the indicative limits of the amount allocated by the Board of Directors at its meeting of 18 December 2018.

For further information on the composition and functions of the Human Resources Committee, see the Committee's regulations and the Remuneration Report, both available at the Company's registered office and on its website (www.autogrill.com – *Governance* section).

9. DIRECTORS' REMUNERATION

General Remuneration Policy

Law and Statutory Provisions

According to the Bylaws, the Shareholders' Meeting decides on the Company's remuneration policies for Board members, general managers and executives with strategic responsibilities, as well as on the procedures used for adopting and implementing said policies³⁹.

Pursuant to art. 123-ter, paragraph 6, TUF, the resolutions that the Shareholders' Meeting must adopt regarding the Company remuneration policies are not binding and must be limited to expressing a favourable or unfavourable opinion on such policies and their adoption and implementation.

For further information concerning the general remuneration policy adopted by Autogrill, see the Remuneration Report available at the Company's registered office and on its website (www.autogrill.com – *Governance* section).

Provisions of the Autogrill Code

In line with the provisions of the Self-Regulatory Code, the Autogrill Code⁴⁰ prescribes that the Company's policy for the remuneration of executive Directors or Directors holding particular offices is defined by the Board of Directors in compliance with the following criteria: (a) the fixed component and the variable component are adequately balanced in accordance with the Company's strategic objectives and risk management policy, also taking into account the business sector in which the Company operates and the characteristics of the business activity actually carried out; (b) maximum limits for variable components are envisaged; (c) the fixed component is sufficient to remunerate the services of the Chief Executive Officer if the

³⁹ Art. 11 of the Bylaws was amended on 21 April 2011 to reflect the combined provisions of art. 123-ter, paragraphs 3 and 6, of TUF.

⁴⁰ See paragraph 10.3(a) of the Autogrill Code.

variable component is not disbursed due to the failure to achieve the performance targets indicated by the Board of Directors; (d) performance targets – i.e. the economic results and any other specific objectives associated to the provision of variable components (including the objectives defined for equity-based remuneration plans) – are predetermined, measurable and linked to the creation of value for the shareholders over a medium to long term period; (e) the payment of a significant portion of the variable component of the remuneration is deferred to an appropriate date with respect to the maturity date; the extent of that portion and the length of deferral are consistent with the characteristics of the Company's business and the related risk profiles; (f) contractual agreements are provided so as to permit Autogrill to ask for the refund, in whole or in part, of variable components of the remuneration paid (or to withhold sums subject to deferment), determined based on data that have later proved to be manifestly wrong⁴¹.

The Autogrill Code further provides that the allowance planned for the termination of the management relationship, if any, is defined so that its total amount does not exceed a specified amount or number of years of remuneration and that such allowance is not paid if the termination of employment is due to the attainment of objectively inadequate results that may be attributed to the Director⁴².

Equity-Based Remuneration Plans

Stock Option Plan

As previously mentioned, the Stock Option Plan envisaged the possibility to exercise matured options not later than 30 April 2018; as of the date of this Report all the executives with strategic responsibilities exercised the available options.

In this connection, please refer to the information document - drawn up pursuant to art. 114-*bis* of TUF and art. 84-*bis*, paragraph 1, of the Issuers' Regulations and in compliance with Schedule No. 7 of Annex 3A to the same Issuers' Regulations published on 4 May 2013 -, the Remuneration Report and the Draft Financial Statements; all of them available at the Company's registered office and on its website (www.autogrill.com – Governance Section).

For the purposes of the provisions of the Self-Regulatory Code⁴³, we point out in this regard that:

⁴¹ See paragraph 10.3(a)(vi) of the Autogrill Code. This provision literally reproduces the text of the application criterion 6.C.1.f) of the Self-Regulatory Code.

⁴² See paragraph 10.3(a)(vii) of the Autogrill Code assimilating the application criterion 6.C.1.g) of the Self-Regulatory Code.

⁴³ See the application criterion 6.C.2. of the Code.

- (a) the options granted under the aforementioned Stock Option Plan had a vesting period of four years (the exercise period will expire on 30 April 2018);
- (b) the option maturity mentioned in point (a) above was subject to predetermined and measurable performance objectives; and
- (c) the options granted under the Stock Option Plan could not be transferred *inter vivos*.

As better specified in paragraph 2.a) above, the 2018 Performance Share Units Plan contemplates the allocation of the Company's ordinary shares to employees and/or Directors holding particular offices in Autogrill and its Subsidiaries, as a result of the conversion of the units attributed to them.

In this regard, please refer to the information document - drawn up pursuant to art. 114-*bis* of TUF and art. 84-*bis*, paragraph 1, of the Issuers' Regulations and in compliance with Schedule No. 7 of Annex 3A to the same Issuers' Regulations published on 12 April 2018 -, the Remuneration Report and the Draft Financial Statements; all of them available at the Company's registered office and on its website (www.autogrill.com – Governance Section).

For the purposes of the provisions of the Self-Regulatory Code⁴⁴, we point out in this regard that:

- (a) the units granted under the aforementioned 2018 Performance Share Units Plan have a vesting period of two or three years depending on the respective allocation cycle (*Wave*);
- (b) the unit maturity mentioned in point (a) above is subject to predetermined and measurable performance objectives; and
- (c) the executive directors, who are beneficiaries of the aforementioned 2018 Performance Share Units Plan, are obliged to hold continuously - until the date of termination of their relationship with the Issuer or its Subsidiaries - a number of Autogrill's ordinary shares equal to 20% of the shares assigned to them following the conversion of the units attributed to them.

Remuneration of the CEO, Directors and Executives with Strategic Responsibilities

For information on the remuneration of the Chairperson, Chief Executive Officer, as well as of the Directors and executives with strategic responsibilities of the Company and its Subsidiaries, see the Remuneration Report available at the Company's registered office and on its website (www.autogrill.com – Governance Section). The Remuneration Report also contains information about the long-term incentive plans and, in particular:

- (i) the plans based on *phantom stock options*, such as the "2014 Phantom

⁴⁴ See the application criterion 6.C.2. of the Code.

Stock Option Plan" that was approved by the Shareholders' Meeting on 28 May 2014, and the "2016 Phantom Stock Option Plan" approved by the Shareholders' Meeting on 26 May 2016, and (ii) the "2018 Performance Share Units Plan" approved by the Shareholders' Meeting on 24 May 2018.

It should be noted that the Chief Executive Officer and the executives with strategic responsibilities have a significant part of the remuneration associated with the achievement of specific performance targets, including those of a non-economic nature, which have previously been identified and determined in accordance with the guidelines contained in the general remuneration policy defined by the Board of Directors.

Incentive Mechanisms for the Person in charge of the Internal Audit Function and the Financial Reporting Manager

In defining the short- and long-term incentive schemes for the Chief Internal Audit Executive and the Financial Reporting Manager special attention was paid to balancing qualitative and economic and financial objectives, in consideration of their roles⁴⁵.

Remuneration of non-Executive Directors

The remuneration of the Chairperson and non-Executive Directors is not tied to the Company's economic results and such Directors are not eligible for inclusion in equity-based incentive plans.

As resolved at the Shareholders' Meeting held on 25 May 2017, each member of the Board of Directors is entitled to a fixed annual remuneration of €60,000 for the office, in addition to the entitlement to reimbursement of the expenses incurred in the performance of his or her duties.

Each member of the Control, Risk and Corporate Governance Committee, Human Resources and Strategy and Investment Committees is entitled to an additional annual remuneration of €20,000; each member of the Related-Party Transaction Committee is entitled to an additional annual remuneration of 10,000 Euros.

The Remuneration Report also indicates the amount of the fees paid to each Director during the Year.

For further information on the Directors' remuneration, see the Remuneration Report available at the Company's registered office and on its website (www.autogrill.com – Governance Section).

⁴⁵ In line with the application criterion 6.C.3. of the Self-Regulatory Code.

Directors' Indemnity in the Event of Resignation, Dismissal or Termination of the Relationship following a Take-Over Bid

Regarding Directors' indemnity in the event of resignation, dismissal or termination of the relationship following a take-over bid, the resolution of the Board of Directors governing the organic relationship between the CEO and the Company provides that, in case of said relationship being terminated for cause by the CEO or without cause by the Company, the Company shall supplement up to a maximum threshold of 2 million Euros the indemnity in lieu of notice and any other indemnity and/or compensation that may be due, including under the collective bargaining agreement for executives in the commercial sector.

In any event of discontinuation of office, the CEO will retain the right to be paid the variable emoluments relating to the incentive plans in which he participates subject to achievement of the relevant objectives and all other conditions provided for in each plan, regulation or programme and in proportion to the service rendered during the period in question.

10. CONTROL, RISK AND CORPORATE GOVERNANCE COMMITTEE

Composition and Tasks of the Control, Risk and Corporate Governance Committee

Under the Autogrill Code, the Company has a Control, Risk and Corporate Governance Committee, which carries out the consultative and advisory functions that the Self-Regulatory Code assigns to the Control and Risk Committee.

Main Functions of the Control, Risk and Corporate Governance Committee

The Control, Risk and Corporate Governance Committee's task is to analyse problems and propose decisions for an efficient and effective operation of the Control and Risk System of the Autogrill Company and Group. The Control, Risk and Corporate Governance Committee is also invested with consultative and advisory functions in relation to the adoption of corporate governance rules by the Company and the Group.

Composition of the Committee

On 25 May 2017, the Board of Directors in office appointed as members of the Control, Risk and Corporate Governance Committee the independent Directors Cristina De Benetti (Chairperson of the Committee) and Francesco Umile Chiappetta, proposed from the list of minority shareholders, as well as the non-executive Director Paolo Roverato.

In compliance with the Self-Regulatory Code⁴⁶, the Control, Risk and Corporate Governance Committee is made up of non-executive, mostly

⁴⁶ See principle 7.P.4. of the Self-Regulatory Code, whereby the Committee may be composed of non-executive and mostly independent directors provided that, as in this case: (i) the chairperson of the

independent, Directors. As also reflected in the *curricula vitae* shown in this Report, all its members have an adequate experience in accounting and finance or risk management issues, as assessed and ascertained by the Board of Directors upon their appointment.

Charter

The Control, Risk and Corporate Governance Committee's Charter, last updated by the Board of Directors on 20 December 2016, contains detailed regulations for the operation of the Committee. It is available in the Company's website (www.autogrill.com - Governance section) and is annually reviewed by the Committee.

Functions assigned to the Control, Risk and Corporate Governance Committee according to its operating regulations

The mandate of the Control, Risk and Corporate Governance Committee is to support the Board of Directors' assessments and decisions with appropriate investigation activities regarding the Control and Risk System and the Corporate Governance of the Company and Group.

More specifically, the Autogrill Code⁴⁷, as implemented by the operating regulations of the Control, Risk and Corporate Governance Committee, requires the Committee to:

- (a) support the Board of Directors in performing its tasks within the Control and Risk Management System;
- (b) upon the Control and Risk Management System Director's request, express opinions concerning specific aspects related to the identification of the main corporate risks, as well as to the design, implementation and maintenance of the Control and Risk Management System;
- (c) evaluate the work plan prepared by the Chief Internal Audit Executive, examine the periodic reports prepared by the Chief Internal Audit Executive and monitor the independence, appropriateness, effectiveness and efficiency of the Internal Audit function;
- (d) evaluate, together with the Financial Reporting Manager, after listening to the opinion of the legal auditor and the Board of Statutory Auditors, the appropriateness of the accounting principles adopted, their correct use and consistency for reporting purposes (financial statement and consolidated financial statement);
- (e) report to the Board of Directors at least on a six-monthly basis when the annual and mid-year financial report is approved, on the activity

Committee is also selected from among independent directors; (ii) the issuer is not controlled by another listed company; and (iii) the issuer is not directed or coordinated by another entity.

⁴⁷ See section 12.2 of the Autogrill Code that is in line with application criterion 7.C.2. of the Self-Regulatory Code.

carried out and on the appropriateness of the Control and Risk Management System;

- (f) ask the Internal Audit function to check and review specific operating areas and promptly notify the Chairperson of the Board of Statutory Auditors;
- (g) carry out all the additional tasks assigned by the Board of Directors;
- (h) support with the adequate investigation activities the Board of Directors' decisions concerning the approval of periodic financial reports;
- (i) support with the adequate investigation activities the Board of Directors' evaluations and decisions concerning the management of risks deriving from detrimental events of which the Board of Directors has become aware⁴⁸; and
- (j) express its opinion to the Board of Directors concerning the Report on Corporate Governance and Ownership Structure, also for the purpose of describing the characteristics of the Control and Risk Management System and the evaluation of its appropriateness.

*Meetings and
Activities in 2018
and 2019*

During the Year, the Control, Risk and Corporate Governance Committee met 8 times (average length of meeting: approx. 3 hours), regularly accessed the corporate information required and, *inter alia*:

- examined the Group's analysis of strategic risks and the Risk Analysis on the 2018 Budget and financial projections for the period 2018-2022;
- examined the accounting standards applied to the financial statements for the year ended 31 December 2017, the procedure and results of the impairment test and the updating of the criteria for the assessment of investments;
- examined the 2018 Enterprise Risk Management plan and the 2018 Audit Plan;
- assessed the correctness and consistency in the use of the accounting standards applied for preparing the separate and consolidated financial statements for 2017;
- examined the assessment of the Chief Internal Audit Executive on the internal control system and the 2018 annual audit plan;
- examined the report of the Financial Reporting Manager pursuant to the Investor Protection Law for the 2017 financial year;
- assessed the structure of the control system;
- gave its opinion on the evaluation of the remuneration components of the Chief Internal Audit Executive;

⁴⁸ This provision is consistent with the application criterion 7.C.2. of the Self-Regulatory Code.

- examined the results of post audit activities in the Europe, International and North America business areas;
- examined the 231 Supervisory Committee's half-yearly report;
- examined the statutory audit plan for the 2018 financial statements;
- examined the update of the activity plan pursuant to Law No. 262/2005 and the related budget;
- examined the update on the static and seismic stability of the bridge structures of the motorway network;
- examined the update of the internal audit activity for 2018.

During 2019, the Control, Risk and Corporate Governance Committee has so far met two times at the date of this Report and has mainly:

- ✓ examined the update of the accounting standards applied to the financial statements for 2018, the procedure, the results of the impairment test and the rules governing the international accounting standard IFRS 16;
- ✓ examined the Risk Analysis on the budget for 2019;
- ✓ examined the 2019 Recommendations;
- ✓ examined the update on the process for selecting the person in charge of the Internal Audit Function;
- ✓ examined the report on the Internal Audit activities for the Year and the 2019 Internal Audit plan;
- ✓ approved the report on the Control, Risk and Corporate Governance Committee's activities for the Year;
- ✓ reviewed the report of the 231 Supervisory Committee;
- ✓ examined the non-financial statement for the Year;
- ✓ reviewed the report of the Financial Reporting Manager pursuant to Law No. 262/2005;
- ✓ expressed its opinion to the Board of Directors regarding this report on Corporate Governance, also for the purposes of the description of the features of the Control and Risk Management System and the assessment of its adequacy;
- ✓ expressed its favourable opinion on the Privileged Information Procedure and the procedure relating to non-audit services.

For 2019, 8 meetings of the Control, Risk and Corporate Governance Committee are scheduled, two of which have already been held as at the date of this Report.

Minutes are prepared for each meeting held by the Control, Risk and Corporate Governance Committee. The Control, Risk and Corporate

Governance Committee's Chair reports to the first available meeting of the Board of Directors on each meeting held by the Committee.

*Participation in the
Committee's
Meetings*

The Control and Risk Management System Director, the Financial Reporting Manager, the Chief Internal Audit Executive, the Enterprise Risk Manager, the chairperson of the Board of Statutory Auditors or another auditor designated by him/her are all entitled to take part in the Control, Risk and Corporate Governance Committee's meetings; the Independent Auditors may also take part in the meetings upon their request. For specific subjects, however, other members of the Board of Statutory Auditors, as well as the Company's and Group's Managers and Directors may be invited as well. The Chairperson and the Chief Executive Officer are generally invited to attend.

In performing its tasks, the Control, Risk and Corporate Governance Committee may use the help of Autogrill's and the Group's partners within the limits of the budget allocated to the Committee's operating costs.

The actual attendance of each member of the Control, Risk and Corporate Governance Committee in the meetings held during the Year is detailed in Table 2 in the appendix.

The Control, Risk and Corporate Governance Committee is entitled to access the information and business functions required to carry out its task.

Budget

During its meeting held on 19 December 2017, the Board of Directors allocated €30,000 to the Control, Risk and Corporate Governance Committee for the fulfilment of its tasks in the Business Year. For the year 2019, the same Control, Risk and Corporate Governance Committee will be allocated 30,000 Euros, within the strictly indicative limits of the annual budget allocated by the Board of Directors during its meeting on 18 December 2018.

11. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

Foreword

Please note that the Company has adopted the Autogrill Code, which outlines, *inter alia*, the guidelines for the internal control system.

The Control and Risk Management System adopted by Autogrill is the sum of the rules, procedures and organizational structures designed to promote – by means of an appropriate system of identification, measurement, management and monitoring of the main risks – company management that is sound, correct and in line with strategic objectives.

More specifically, pursuant to the Autogrill Code⁴⁹, an effective internal control and risk management system contributes to:

- (a) monitor the efficiency, knowledgeability and auditability of corporate operations and, in general, ensure the correctness and reliability of the Company's and the Group's corporate governance and business management;
- (b) ensure and control the quality and reliability of accounting and management information and, in general, of any information provided to corporate bodies and to the market⁵⁰, also through the auditing of their recording processes and of information flows;
- (c) ensure and monitor the compliance with the principles of the Code of Ethics and, in general, with the applicable legislation and regulations, as well as the compliance with the Company's Articles of Association and internal procedures;
- (d) ensure the implementation of and compliance with the Model and instructions of the 231 Supervisory Committee;
- (e) ensure the protection of the Company's assets, as well as the efficiency and effectiveness of business processes.

*Alignment with
International Best
Practices*

The operating responsibilities for the conduction of Autogrill's Control and Risk Management System are in line with international best practices, consistently with the three control level principle, and more specifically:

- (a) a "primary level control" on corporate processes carried out by each business unit, and therefore Line Managers, thus becoming an integral part of each corporate process;

⁴⁹ See section 11.2 of the Code.

⁵⁰ Also in this respect, the Autogrill Code reflects what is now stated in principle 7.P.2. of the Self-Regulatory Code.

- (b) a “secondary level control” entrusted to specific functions, distinct from operational functions, that support the Line Management in the development of the Control and Risk Management System and its good operation;
- (c) a “third level control” performed by the Internal Audit function.

Principle of Responsibility

As laid down in its Code of Ethics and in the Autogrill Code⁵¹, Autogrill takes measures aimed at developing the principle of responsibility vested in all controlled subjects and setting up a control system appropriate to its business, wherever it operates.

Autogrill takes steps to promulgate, throughout the Group and at all levels, the idea that a proper internal control and risk management system is an indispensable condition for the attainment of its business objectives.

Enterprise Risk Management Guidelines

The presence of an organizational Enterprise Risk Management function at Group level also pursues the objective of ensuring an organic identification and management of risks by the various business units that make up the Group.

On 12 November 2015, having heard the opinion of the Control, Risk and Corporate Governance Committee, the Board of Directors approved the *Group ERM Guidelines* that formalized the governance model to support the evaluation of the overall risk profile and the adequacy of the already existing risk management system. This model is an accountability system at Group level and provides a management tool aimed at supporting decision-making processes through the clarification of the elements of risk and uncertainty and the determination of the relevant reactions.

“Open Line – Autogrill Ethics and Compliance Reporting Tool” and “Group Global Anticorruption Policy”

It should be noted that, based on the needs highlighted by the legislation, the Self-Regulatory Code⁵² and the national and international practice on the matter, on 14 April 2016, the Board of Directors acknowledged the opportunity to implement a new tool called “*Open Line - Autogrill Ethics and Compliance Reporting Tool*” designed to allow each employee of the Autogrill Group to report - via the web – any colleague’s behaviour that is not in line with the ethical principles of the Company and the Group or, *vice versa*, any particularly virtuous behaviour, also in order to foster the dialogue between the employees of the Group and the Company.

Furthermore, on 28 September 2017 the Board of Directors approved the new “*Global anti-corruption policy of the Autogrill Group*”. This policy came into force on 1 January 2018 and indicates to all Directors, managers,

⁵¹ See paragraph 11.5 of the Autogrill Code.

⁵² Please note that the comment to art. 7 of the Self-Regulatory Code reads: “*The Committee believes that, at least in the issuing companies listed on the FTSE-MIB index, an adequate internal control and risk management system should be provided with an internal reporting system allowing the employees to report any irregularities or violations of applicable law and internal procedures (the so-called whistle-blowing systems) in line with the best practices existing at national and international level, ensuring a specific and confidential information channel, as well as the anonymity of the reporting person*”.

employees and members of the supervisory bodies of Group companies and to all those who operate, in Italy and abroad, in the name of or on behalf of Autogrill, the principles and rules to be followed to ensure compliance with the anti-corruption legislation. The general and mandatory rule of this policy is that Autogrill prohibits any form of corruption in favour of anyone (including public officials and persons acting on behalf of companies or private bodies), with particular reference to the following conduct (carried out either directly or indirectly through any third party acting in the name or on behalf of Autogrill):

- offer, promise, give, pay, authorize someone to give or pay, directly or indirectly, an economic advantage or other benefit to a public official or to anyone acting in the name of a company or a private entity (so-called "active corruption"); or
- accept or solicit the offer or promise of, or authorize someone to accept or solicit, directly or indirectly, an economic advantage or other benefit (so-called "passive corruption");

in either of the above cases, where the intention is

- to induce a public official or a private individual to perform, in an improper manner, any public function or any activity associated with a business or to reward him for having performed it;
- to influence an official act (or omission) by a public official or any decision by a public official in violation of an official duty;
- to obtain, secure or maintain a business or an unfair advantage in relation to the business activities; or

in any case, to violate applicable laws.

During its meeting on 30 June 2016, the Board of Directors approved a procedure called "Policy on the use and management of Autogrill Group's violation reporting system", which is mandatory for the entire Autogrill Group, upon adoption by the respective management bodies of each Group company.

*Policy on the Use
and Management
of Autogrill Group's
Violation Reporting
System*

Main Characteristics of Risk Management Systems

Purpose and Objectives

The risk management model is based on the systematic and structured identification, analysis and measurement of risk areas capable of affecting the achievement of strategic objectives, this model supports the Management and Board of Directors in decision-making processes, in the assessment of the global risk exposure of the Company and Group, in defining the appropriate mitigation actions, thus contributing to reduce the degree of volatility of pre-set objectives and, as a consequence, assess the

nature and level of risks to ascertain their compatibility with the strategic objectives of the Company.

Roles and Functions involved

The Control and Risk Management System Director defines the tools and procedures for the implementation of the Control and Risk Management System in compliance with the indications of the Board of Directors and ensures their dissemination to all the business units of the Company and Subsidiaries, providing policy and coordination guidelines, particularly through the dedicated Enterprise Risk Management Function of the Group.

The managers of each business unit of the Group are responsible for the systematic risk identification, measurement, management and monitoring process, as well as the definition of the related countermeasures, according to the model and Group policies specified below.

For a review of the operation of the Control and Risk System, the Board of Directors uses the Financial Reporting Manager, the Chief Internal Audit Executive and the 231 Supervisory Committee (for the matters concerning the Model No. 231), while the Control, Risk and Corporate Governance Committee supports the Board for the matters falling within its competence.

The supervision and control functions to be carried out by the Board of Statutory Auditors by law remain, while auditing activities are performed by an Auditing Company, as required by the Italian legislation.

Methodological Approach

The *Enterprise Risk Management* model of Autogrill:

- is based on a global approach to all the potential risk areas and opportunities, focussing on those that are potentially more significant in terms of possible impact on the achievement of strategic objectives or on the value of the company's equity;
- is based on the self-assessment of the risk profile by the Management of the Group;
- uses a quantitative determination of the impact of each individual risk event with respect to income/financial/equity metrics, while, where said determination is not feasible, it uses prioritization scales based on reputational impacts or on the efficiency/continuity of corporate processes;
- provides for a process of sharing and discussing issues within the first management line (C Level), governed by the ERM Group guidelines;

- contemplates a regular monitoring of response measures to the risks identified and of the evolution of risks in terms of likelihood and impact assessment;
- pursues objectives of progressive integration in decision-making and business processes;
- requires a reporting flow towards the top management and a periodic reporting of the *Enterprise Risk Management* function to the Control, Risk and Corporate Governance Committee and to the Board of Directors.

*Strategic Risks and
Operational Risks*

Two main categories of risk are identified in the Autogrill Group's risk model: strategic risks, which include business risks, financial risks and governance and compliance risks, and operational risks, which include the risks associated with corporate processes (human resources, operations, information technology, operational planning).

Management of the legal and non-compliance risk is one of the activities carried out by those who play a first level control role.

The adopted approach provides, *inter alia*, for risk analysis as part of the strategic planning and investment assessment process with the analysis of volatility and risk management plans that highlight the limits of willingness to accept risk ("risk appetite") shared by the Board of Directors.

Main Characteristics of the Risk Management and Internal Control Systems existing in connection with the Financial Disclosure Process

Purposes and Objectives

Within the framework of the Control and Risk Management System, as regards financial disclosure, the compliance model provided for by the Investor Protection Law (the "**Law 262 Model**") plays a particularly important role. The Company implemented this Model within the framework of the alignment process with the Investor Protection Law and regularly updated it ever since after any change in the legislation or regulations and based on the Group's trends.

The goal of the Law 262 Model is to significantly mitigate risk in terms of accountability, reliability, accuracy and promptness of the financial disclosures of the Autogrill Group.

Main regulatory References and Reference Models

The Law 262 Model adopted is consistent with national and international best practices, such as the CoSO framework, the COBIT for SOX 2nd Edition (referring to the IT control environment), the Self-Regulatory Code and Confindustria guidelines.

Roles and Functions involved

In the organizational layout of the Autogrill Group, the activities of implementation, maintenance and development of the Law 262 Model to be prepared for financial reporting purposes are indicated in detail.

*Chief Executive
Officer and
Financial Reporting
Manager*

The CEO – also in his capacity as Control and Risk Management System Director – and the Financial Reporting Manager ensure the implementation and the continuous management of the Control and Risk System concerning the financial reporting process by providing guidelines to the Group and specific administrative/accounting procedures, including the Group's Accounting Manual, with the support of the central function dedicated to the implementation and maintenance of the Law 262 Model (L.262 Compliance Office).

*Operational
Managers*

The primary responsibility for control activities is assigned to operational managers at the different levels of the organization, with special responsibilities for the Chief Executive Officer/Chief Operating Officers and Chief Finance Officers/Finance Managers of the Reporting Units, who, at least every six months, certify the adequacy and effective implementation of reporting procedures to the Financial Reporting Manager.

Board of Directors

The Board of Directors evaluates the appropriateness of the organizational, administrative and accounting layout of the Group, approves the policies of the Control and Risk System, together with the Financial Reporting Manager, is responsible for the effectiveness of administrative and accounting procedures and supervises the Financial Reporting Manager to ensure that he/she is provided with adequate powers and instruments for the preparation of financial reports.

*Control, Risk and
Corporate
Governance
Committee*

The Control, Risk and Corporate Governance Committee supports the evaluations and decisions of the Board of Directors concerning the Control and Risk System and the approval of periodic financial reports, with specific reference to the use of accounting principles.

Consistently with Law 262 Model, the Financial Reporting Manager, at least on a six-monthly basis, reports to the Control, Risk and Corporate Governance Committee, Board of Auditors and Board of Directors on the compliance activities carried out.

Internal Audit

The Internal Audit function helps the Financial Reporting Manager independently check the design and operational effectiveness of the most significant audits and provides said governance and control bodies with an independent opinion on the appropriateness and actual operation of the Law 262 Model.

Methodological Approach

On an annual basis, Autogrill updates the scope of the existing audit system on the financial report production process – the so-called scoping – with the aim of identifying the Reporting Units, companies, financial statements and

processes subject to analysis, determined on the basis of both quantitative and qualitative considerations.

Consistently with national and international best practices, the Group adopted a complex methodological approach for the analyses that each Reporting Unit involved has to carry out, whose main steps are:

- a) Identification of the main risks and high level controls - Entity Level Controls;
- b) Identification of the main risks and controls to protect information systems - IT General Controls;
- c) Identification of the main risks and controls to protect operating processes - Process Level Controls;
- d) Check of the design and operation of controls - testing;
- e) Preparation of the report on the appropriateness and actual implementation of the financial reporting control system - Report of the Financial Reporting Manager.

Elements of the System

a) Identification of the main risks and high level controls - Entity Level Controls

Every year, the Company carries out a synthetic and global analysis of the Control and Risk Management System referring to financial disclosures at functional/organizational and IT level.

In particular, the Entity Level Controls are defined using the five components of the CoSO framework, i.e.:

- ✓ The control environment within the organization (control environment);
- ✓ The process of assessing risks that may jeopardize the achievement of business objectives (risk assessment);
- ✓ Control activities for mitigating risks (control activities);
- ✓ The information system and information flows between top management and operating personnel (information & communication); and
- ✓ The constant monitoring of the quality and results of the internal controls carried out (monitoring).

The relevant controls identified above are formalized in a dedicated Risk & Control matrix.

b) Identification of the main risks and controls to protect information systems - IT General Controls - Process Level Controls

IT General Controls focus on processes in the Information Technology area, linked to the production environment, and are designed to ensure a reliable IT environment, supporting the effectiveness of the applications controls.

The outcome of this activity is formalized through a Risk & Control matrix.

c) Identification of the main risks and controls to protect operating processes - Process Level Controls

The control activities implemented to protect the Company from significant risks which may jeopardize the trueness and correctness of financial disclosures are identified by the Reporting Units by means of Narrative and Risk & Control Matrices against specific control objectives that refer to the operating processes that feed the main consolidated balance sheet accounts.

This objective is achieved with an adequate understanding of the key activities associated with each process and an assessment of "balance sheet statements" (existence and occurrence, completeness, accuracy, rights and obligations, valuation and recording, presentation and disclosure) and other control objectives (such as, without limitation, the fulfilment of authorization limits, the segregation of incompatible tasks, controls on the physical safety and on the existence of assets, documentation and traceability of operations/transactions).

The structure of controls includes the identification of the key controls, whose absence or non-implementation entails a risk of significant error/fraud in the financial statements.

d) Check of the design and operation of controls

All the controls – at entity, IT and process level – are subject to evaluation in order to check the effectiveness of design and its actual operation in time.

The first evaluation on the design and operation of controls is the responsibility of Control Owners who, with the support of the Law 262 Compliance Office, regularly review the existing control model and assess its operation.

The independent audit of the Control and Risk System for financial reporting and monitoring– the so-called "testing" - is instead entrusted to the Internal Audit function in order to ascertain whether the controls designed for the risks identified work effectively and in line with the provisions of the relevant administrative/accounting procedures.

The final phase of testing consists of a preliminary assessment of the results emerged in the operational phase and the definition of corrective action and/or improvement plans in order to evaluate, together with the Financial Reporting Manager, the level of risk of the identified improvement areas.

The final test results are consolidated by the Group Internal Audit function in a report sent to the Financial Reporting Manager and to the Group Chief Executive Officer, and, for the purposes of Internal Audit's reporting

activities, to the Control, Risk and Corporate Governance Committee and the Statutory Auditors.

Periodically, the implementation and/or progress of any corrective action identified are reviewed against the observations raised after the design analysis and operational effectiveness activities conducted, previously shared with the managers of the operating processes.

e) *Preparation of the report on the appropriateness and actual implementation of the financial reporting control system - Report of the Financial Reporting Manager*

Based on the compliance activity carried out during the reporting period pursuant to Law No. 262/2005 and the outcome of the review of the implementation of the Model, the Financial Reporting Manager prepares a report on the appropriateness and actual implementation of the financial reporting control system that will be submitted to the BoD for approval after being reviewed by the Control, Risk and Corporate Governance Committee during the meeting for the adoption of the draft annual financial statements and mid-year report.

11.1. Control and Risk Management System Director

On 25 May 2017, the Board of Directors confirmed to the CEO the office of Control and Risk Management System Director.

Pursuant to the Autogrill Code⁵³ and in line with the Self-Regulatory Code, the Control and Risk Management System Director:

- (a) defines the tools and procedures for the implementation of the Control and Risk Management System based on the indications of the Board of Directors; ensures the global appropriateness of the Control and Risk Management System, its correct implementation, its alignment with any change occurring in operating conditions and in the legislative and regulatory scenario; proposes to the Board of Directors the appointment and, where the revocation conditions are met, the revocation of the Chief Internal Audit Executive;
- (b) implements the necessary actions for the Control and Risk Management System after seeing the outcome of the auditing activities conducted by the Board of Directors with the support of the Control, Risk and Corporate Governance Committee and the Chief Internal Audit Executive;
- (c) may ask the Internal Audit function to check and review specific operating areas and to oversee compliance with regulations and internal procedures in the execution of corporate operations, to

⁵³ See the application criterion 7.C.4. of the Self-Regulatory Code and section 11.4 of the Autogrill Code.

then notify the Chairperson of, the Chairperson of the Control, Risk and Corporate Governance Committee and the Chairperson of the Board of Statutory Auditors;

- (d) promptly reports to the Control, Risk and Corporate Governance Committee (or Board of Directors) about any problem or criticality that may arise during the conduction of his/her activity or that he/she may have become aware of, in order for the Control, Risk and Corporate Governance Committee (or Board of Directors) to be enabled to take action.

11.2. Person in charge of the Internal Audit function

*Internal Audit
Function*

Internal Audit is an independent and objective assurance activity aimed at continuously reviewing the effectiveness and efficiency of the internal control and risk management system, and its related organization. It helps the organization pursue its objectives by using a professional systematic approach aimed at allowing for the assessment of the appropriateness of control, risk management and corporate governance processes and their actual operation.

The Internal Audit function evaluates the planning and operation of the control and risk management systems concerning operating activities, IT systems and the governance of the Group. This activity includes:

- understanding risks in compliance with the *Enterprise Risk Management* model adopted by the Group;
- evaluating the appropriateness and efficacy of the internal control and risk management system by promoting an effective control at reasonable costs, with a special focus on the reliability and integrity of accounting, financial and operating information, effectiveness and efficiency of operating activities, protection of corporate assets, as well as the compliance with policies, procedures, laws, regulations and agreements.

Audit Plan

The internal audit activity is carried out by developing an audit plan, based on a specific analysis of risks and taking into account the Group's Internal Audit Guidelines, on all the activities and processes identified within the companies of the Group. This audit plan is carried out through the independent verification of first and second level controls by means of, in particular:

- ✓ specific process and business unit auditing projects;
- ✓ check of the reliability of IT systems;
- ✓ auditing of administrative and accounting processes;

- ✓ follow-up of the corrective actions identified during auditing, useful for the improvement of the Control and Risk System.

On 8 November 2012, the Board of Directors, with the positive opinion expressed by the Control, Risk and Corporate Governance Committee on 30 October 2012 and after listening to the Board of Statutory Auditors' opinion, approved a document called "Autogrill Group Internal Audit Mandate", most recently updated on 12 February 2015, that defines the purposes, powers and responsibilities of the Internal Audit function and of the Group's Chief Internal Audit Executive. This mandate is subject to annual review and updating by the Control, Risk and Corporate Governance Committee.

The Board of Directors held on 8 March 2018, on the proposal of the Control and Risk Management System Director, after consulting the Control, Risk and Corporate Governance Committee and the Board of Statutory Auditors - in full compliance with application criterion 7.C.1 of the Self-Regulation Code - appointed Elisabetta Cugnasca as head of the Internal Audit function. She replaces Silvio De Girolamo, who moved to another position within the Administration, Finance and Control Department. At the end of October 2018, in the context of her leaving the Autogrill Group, Elisabetta Cugnasca ceased to be the person in charge of the Internal Audit function.

At the Board meeting held on 7 February 2019, the Board of Directors, on the proposal of the Control and Risk Management System Director and with the favourable opinion of the Control, Risk Committee and Corporate Governance Committee, having consulted with the Board of Statutory Auditors, appointed the newly hired Andrea Marciandi as the person in charge of the Internal Audit function with effect from 1 March 2019. The continuity of the Internal Audit function's activities pending the entry of the new manager into the Company was guaranteed by the internal resources of the same function that managed the execution of the 2018 audit plan.

Pursuant to the Autogrill Code⁵⁴, the task of the Chief Internal Audit Executive is to check that the Control and Risk Management System is appropriate and is being properly implemented and to ensure that internal audit activities are carried out in autonomy and in such a way as to ensure its effectiveness and efficiency.

More specifically, the Chief Internal Audit Executive:

- (a) reviews, both continuously and in connection with specific requirements and operating areas, and in compliance with international standards, the actual implementation and appropriateness of the Control and Risk Management System, taking into account the characteristics of the company and the risk profile adopted, and prepares, after listening to the opinion of the Control,

⁵⁴ See section 11.3(c) of the Autogrill Code.

Risk and Corporate Governance Committee, Board of Statutory Auditors and Control and Risk Management System Director, an annual audit plan that is submitted to the approval of the Board of Directors;

- (b) is not responsible for operating areas and reports to the Chairperson of the Board of Directors;
- (c) has direct access to all the information that might be useful for the performance of his/her tasks;
- (d) prepares periodic reports containing appropriate information on his/her activity, risk management approach adopted, as well as compliance with the plans defined for their mitigation. The periodic reports contain an evaluation of the appropriateness and effectiveness of the Control and Risk Management System, that considers the characteristics of the company and the risk profile adopted;
- (e) promptly prepares reports on particularly significant events;
- (f) transmits the reports described in points (d) and (e) above to the Board of Statutory Auditors, the Control, Risk and Corporate Governance Committee and the Board of Directors, as well as to the Control and Risk Management System Director; and
- (g) reviews, within the audit plan, the reliability of IT systems, including reporting systems.

The Chief Internal Audit Executive reports to the Board of Directors, to the Control, Risk and Corporate Governance Committee, to the Control and Risk Management System Director and to the Board of Statutory Auditors.

During the Year, the Internal Audit function verified the operation and suitability of the control and risk management system by carrying out audit projects in accordance with the audit plan 2018. During audit activities, the Internal Audit function has identified improvement areas, for which remediation plans were defined. It has also carried out systematic follow-up activities aimed at verifying the outcome of system improvement actions.

According to the audit plan, the Internal Audit function has also carried out independent audits of compliance with process controls so as to comply with Law No. 262/2005 within Autogrill and the companies in the same scope of consolidation.

Furthermore, the Internal Audit function has provided specialized support to the Financial Reporting Manager and the 231 Supervisory Committee for compliance with L. 262/2005 and Legislative Decree No. 231/2001, and to the management as regards the control and risk management system.

Remuneration and Resources

Pursuant to Autogrill Code and in line with the Self-Regulatory Code⁵⁵, the Chief Internal Audit Executive's fees are defined by the Board of Directors at the proposal of the Chairperson and the Control and Risk Management System Director and, after obtaining the favourable opinion of the Control, Risk and Corporate Governance Committee, as well as after consulting the Board of Statutory Auditors, in accordance with the Company's policies and in compliance with current legislation.

The Chief Internal Audit Executive has the financial and human resources required, as specified in an annual budget of the Internal Audit function, for the performance of his/her tasks and has access to all the data and information required for the performance of his/her tasks.

International Standards and Guidelines

The Chief Internal Audit Executive and his/her structure in the conduction of their activity enforce the principles of the code of ethics for the profession and International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Audit (IIA).

Internal Auditing activities and operating processes are defined in the Internal Audit Guidelines.

11.3. Model No. 231

The Model No. 231

The Model 231 was adopted for the first time by Autogrill on 6 November 2002 and was subsequently supplemented after a number of regulatory changes that extended the scope of Legislative Decree no. 231/2001 to new categories of offences.

On 27 July 2018, with the favourable opinion of the Control, Risk and Corporate Governance Committee, the Board of Directors approved a new version of Model 231, which had become necessary as a result of the completion of the Reorganization Operation. Following this operation, Autogrill assumed the role of strategic holding company for the Group and, therefore, no longer carries out the management of operating activities or provides certain types of services. The main changes made to Model 231 concerned the protocols of the special section and, in particular, the definition of a new specific protocol relating to the management of the procurement of goods, as well as the elimination of the following three previous specific protocols: (i) management of technical procurement; (ii) supply and marketing of products; and (iii) retail supply chain management and delivery.

Contents of the Model: General Part, Special Part and Enclosures

The Model includes a general part and a special part.

The general part describes the contents of the Legislative Decree No. 231/2001, with a special focus on the criminal offences for which the entity

⁵⁵ See the application criterion 7.C.1 of the Self-Regulatory Code and section 11.3(b) of the Autogrill Code.

might have administrative responsibility, the possible sanctions and conditions for exemption from liability (First Section), and the organizational and governance structure of the Company, with the activities carried out to update and disseminate the Model (Second Section).

The special part contains the protocols, which are a set of control and behaviour rules and principles considered to be appropriate to govern the areas where a potential crime risk has been identified, as defined in Leg. Dec. 231/2001.

In addition, the following documents are enclosed as an integral part of the Model:

- list of predicate criminal offences;
- Ethics Code.

The Model must be periodically reviewed and amended whenever even only a potential risk exists that may lead to the violation of regulations, that is to say when any change is made to the organization, activities, legal provisions or reference standards.

*Supervisory Body:
Composition and
Activities*

On 25 May 2017, the Board of Directors appointed Giorgio Brunetti, formerly the Company's Lead Independent Director, Silvio de Girolamo and Eugenio Colucci as members of the 231 Supervisory Committee for a three-year period.

On 23 April 2018, following the reorganizational measures that affected the Administration, Finance and Control Management at the beginning of the Year and that also led to a change in the role of person in charge of the Internal Audit function, Silvio De Girolamo resigned as a member of the 231 Supervisory Committee.

On 24 May 2018, the Board of Directors appointed the new person in charge of the Internal Audit function, Elisabetta Cugnasca, as a member of the 231 Supervisory Committee to replace Silvio De Girolamo, until the end of her current term of office.

In the context of her exit from the Autogrill Group, in a letter dated 31 October 2018, Elisabetta Cugnasca resigned from her position as member of the 231 Supervisory Committee, with immediate effect.

On 14 March 2019, the Board of Directors appointed Andrea Marciandi, the new person in charge of the Internal Audit function, to replace Elisabetta Cugnasca as a member of the 231 Supervisory Committee until the end of his current term of office.

The 231 Supervisory Committee met 6 times during the Business Year and provided details to the Board of Directors and to the control body on a six-monthly basis on the degree of implementation and compliance with the Model.

For the operation of the 231 Supervisory Committee in 2019, during its meeting on 18 December 2018, the Board of Directors allocated a fund of 50,000 Euros, including the remuneration to be paid to each of the members of the 231 Supervisory Committee.

The general part of the Model and the Group's Code of Ethics are available for consultation on the Company's website (www.autogrill.com - Governance section).

11.4. Independent Auditors

*Group's Procedure
for the Appointment
of Independent
Auditors*

On 29 July 2005, the Board of Directors adopted a Group-wide procedure for the appointment of Independent Auditors for Autogrill and its Subsidiaries and for the assignment of tasks to the Independent Auditors and, on 8 November 2012, approved a new version of that procedure.

The procedure ensures that the Independent Auditors in charge of the audit of the Group Parent Company are also responsible for the statutory audits of Autogrill's Subsidiaries.

On 14 March 2019, the Company approved a new procedure that takes into account current regulations in order to ensure the independence of the Independent Auditors in respect of the company retaining it. To this end and in accordance with current regulations, mandates for services incompatible with the statutory audit role may not be given to the Independent Auditors, and the possibility of assigning tasks for the performance of non-audit services and their prior approval by the Internal Control and Audit Committee (to be identified in Italy as the Board of Statutory Auditors) are also regulated in detail.

*Independent
Auditors appointed*

The Shareholders' Meeting held on 28 May 2015 appointed Deloitte & Touche S.p.A., with headquarters in Milan, as independent auditors for the years 2015-2023.

11.5. Financial Reporting Manager

*Law and Statutory
Provisions*

Under art. 18 of the Bylaws, the Board of Directors, acting on the CEO's proposal and having noted the non-binding opinion of the Board of Statutory Auditors, appoints the Financial Reporting Manager.

This officer must have a university education and at least five years' experience in accounting, economics and finance, together with any further requirements laid down by the Board of Directors or the law or regulations. In addition to the aforementioned requirements, the Board of Directors determined that the Financial Reporting Manager should be subject to the provisions of eligibility and termination of office in art. 2382 C.C.

*Appointment,
Functions and
Budget of the
Financial Reporting
Manager*

On 10 November 2011, the Board of Directors, with the favourable opinion of the Board of Statutory Auditors and Internal Control and Corporate

Governance Committee (now called "Control, Risk and Corporate Governance Committee"), appointed Alberto De Vecchi, the Chief Financial Officer of the Group, as Financial Reporting Manager.

The Financial Reporting Manager was informed and vested with powers enabling performance of such duties, also with reference to the rules disciplining the role of Financial Reporting Manager approved by the Board on 18 March 2008 and updated on 31 July 2014.

To carry out his tasks, the Financial Reporting Manager has an annual budget of financial and human resources proposed by him and approved by the Board of Directors.

On 18 December 2018, the Board of Directors approved the budget for the year 2019 proposed by the Financial Reporting Manager.

It should be noted that on 6 February 2019, Alberto De Vecchi resigned from his position as Financial Reporting Manager with effect from 7 February 2019 and that, with a resolution adopted on 7 February 2019 and the favourable opinion of the Board of Statutory Auditors and the Control, Risk and Corporate Governance Committee, the Board of Directors appointed Camillo Rossotto, the Company's Joint Corporate General Manager, as the new Financial Reporting Manager with effect from 8 February 2019.

11.6. Coordination between Subjects involved in the Control and Risk System

A major coordination event for the subjects involved in the control and risk system is the meeting of the Control, Risk and Corporate Governance Committee. Such meetings are held jointly with the meetings of the Board of Statutory Auditors and are attended by the Chief Internal Audit Executive, the Group Enterprise Risk Management Director and the Financial Reporting Manager. Moreover, the members of the Control, Risk and Corporate Governance Committee periodically exchange information with the 231 Supervisory Committee and with the Control and Risk Management System Director.

12. DIRECTORS' INTERESTS AND RELATED-PARTY TRANSACTIONS

Referring to CONSOB's Recommendation for the issuers to assess at least on a three-year basis whether they should review the procedures adopted according to the RPT Regulations, taking into account, inter alia, the changes that might have been made to the ownership layout, as well as the effectiveness shown by the procedures in practice, the first time on 12 December 2013 and the second time on 11 April 2017 the BoD passed a resolution to entrust the Group General Counsel, with the support of the Group Chief Financial Officer and the functions that may be from time to time involved, with the tasks of: (i) completing, by staying in contact with the Committees that may be from time to time involved, the review of the procedure for Related-Party Transactions (the "**RPT Procedure**") that was adopted through a Board's resolution on 29 November 2010 and updated through a Board's resolution in 2014, and (ii) propose, within the necessary time span, actions for an adjustment or refinement of the RPT Procedure for each consequent determination of the BoD, after listening to the opinion of the RPT Committee pursuant to the Related-Party Transactions Regulations⁵⁶.

After extensive inspections aimed at examining and reassessing the choices made during the first approval and the first revision of the RPT Procedure, on 19 December 2017, the Board of Directors approved a new version of RPT Procedure according to Related-Party Regulations. The new version entered into force on 8 March 2018, thus replacing the previously applicable procedure.

In particular, this new version of the RTP procedure in force at the date of this Report provides for:

1. the textual reference to the criteria identified by CONSOB for the purpose of assessing whether a transaction falls within the ordinary exercise of the operational activity or financial activity related to it;
2. the introduction of an independent definition of "*conditions equivalent to market or standard conditions*" and the provision of a specific case in relation to any extensions of agreements, concessions or contracts, to which the Company or Group company is a party;
3. the characteristics of tenders submitted in response to an invitation to tender issued by Autogrill for the supply of goods or services from unrelated parties of adequate standing;
4. the necessary appointment of an independent Director, taken from the minority list, if present, as a member of the RPT Committee;
5. the removal of the clause that recalled the possibility for the independent expert of the RPT Committee to also be the Company's expert;
6. a clarification in relation to the determination of the counter-value of RTPs, in order to exclude the value added tax from the calculation.

⁵⁶ See art. 4, paragraph 3, of the Related-Party Transactions Regulations.

On 25 May 2017, the Board of Directors appointed the Related-Party Transactions Committee currently in office, which is composed of Independent Directors Ernesto Albanese, Elisabetta Ripa and Francesco Umile Chiappetta (Coordinator of the Committee). It should be highlighted that two members of the RTP Committee (i.e. Francesco Umile Chiappetta and Ernesto Albanese) are directors from the minority list.

The Related-Party Transaction Committee met on 22 November 2018, 29 November 2018 and 4 February 2019 (with an average duration of the meeting of 1 hour and 30 minutes approximately).

For the year 2019, the RPT Committee will be allocated 30,000 Euros for its ordinary operation, within the indicative limits of the amount allocated by the Board of Directors at its meeting on 18 December 2018, without prejudice to the absence of expenditure limits for the use of independent consultants by the Related-Party Transaction Committee, pursuant to art. 6.3.1 of the RPT Procedure.

The RPT Procedure is available for consultation in the Company's website (www.autogrill.com - Governance section).

13. APPOINTMENT OF STATUTORY AUDITORS

Under art. 20 of the Bylaws, the Board of Statutory Auditors is made up of three Standing Auditors and two Alternate Auditors. Statutory Auditors may be re-elected.

One Standing Auditor and one Alternate Auditor are taken from the minority list.

The powers, duties and term of office of the Board of Statutory Auditors are as required by law.

Pursuant to the Bylaws⁵⁷, amended to implement the above-mentioned Board's Resolution, persons already holding positions in administration and control in other companies in excess of the numerical limit, or who do not have the statutory or legal requirements in terms of integrity and professional skills to hold office may not be elected Standing Auditors and if elected forfeit office.

The Board of Statutory Auditors is elected by the Shareholders' Meeting – who also fixes its remuneration – on the basis of lists presented by Shareholders in accordance with laws and regulation from time to time in force, even in connection with the regulations requiring balance between

⁵⁷ As amended by the resolution adopted on 27 September 2012 by the Board of Directors to assimilate the provisions of TUF introduced in 2011 and concerning equal access to the governing and control bodies of companies listed in regulated markets, and as most recently updated through the resolution adopted by the Board of Directors on 12 May 2016.

genders, containing a number of candidates not to exceed the number of auditors to elect, listed with a progressive number.

The list comprises two sections, one for Standing Auditor candidates and the other for Alternate Auditor candidates.

Each Shareholder, individually or with others, may only present one list and no candidate may run in more than one list, on penalty of ineligibility.

*Entitlement to
present Lists*

Only Shareholders who individually or together hold shares amounting to at least 1.5% of the share capital or any lower share capital percentage fixed by law or regulations are entitled to present lists.

In this regard, we specify that the head of the Corporate Governance Division of CONSOB, with Resolution No. 13 of 24 January 2019, CONSOB established that the percentage required by art. 144-*quater* of the Issuers' Regulations for the presentation of candidate lists for the election of Autogrill's management and supervisory bodies is 1%, without prejudice to any lower percentage provided for in the Bylaws.

Statements by the candidates that they accept candidacy, that there are no causes of ineligibility or incompatibility and that they possess the requirements for holding the post prescribed by law and the Bylaws must be filed along with each list. A list which does not comply with the provisions illustrated above is considered as having not been presented.

A CV of each candidate adequately illustrating his or her professional and personal characteristics must be filed along with the statements.

Lists presenting a total number of candidates of three or more persons must include candidates of both genders so that at least one fifth of the candidates (for the first mandate after 12 August 2012)⁵⁸ and then one third (rounded up) of the candidates to the post of Standing Auditor and at least one fifth (for the first mandate after 12 August 2012) and then one third (rounded up) of the candidates to the post of Alternate Auditor belong to the less represented gender.

*Appointment
Mechanisms*

Statutory auditors are elected as follows:

- (a) 2 (two) Standing Auditors and 1 (one) Alternate Auditor are taken from the list obtaining the highest number of votes cast at the shareholders' meeting and in the progressive order in which they appear in the sections of the list;
- (b) the remaining Standing Auditor and the other Alternate Auditor are drawn from the list which obtained the second highest number of votes and is not connected in any way, even indirectly, with the shareholders that presented or voted the list that obtained the highest number of votes, in the progressive order in which they are indicated in the sections of the list. If more than one minority list obtain the same

⁵⁸ The first mandate, for Autogrill, was conferred by the Shareholders' Meeting on 28 May 2015.

number of votes, the senior candidates by age in the standing and alternate sections of the list are elected;

- (c) if only one list is submitted, the Board of Statutory Auditors is drawn entirely from that list.

If the procedure detailed above does not allow the Board of Statutory Auditors to reach a composition, in terms of standing auditors, in accordance with current law concerning balance between genders, the necessary replacements will be made in the candidates to the post of Standing Auditor of the list that obtained the highest number of votes, or from a sole list, according to the progressive listing sequence of the candidates.

The Chairperson of the Board of Statutory Auditors is appointed by the Shareholders' Meeting in accordance with the provisions of current law.

If a Statutory Auditor's requirements under the law and the Bylaws cease to obtain, he or she shall forfeit office.

If a Statutory Auditor has to be substituted for, he or she is replaced by the Alternate Auditor from the same list and may also, if necessary, assume the functions of chair.

The replacement procedures described in the previous paragraphs must in any case ensure compliance with the legislation on balance between genders.

The foregoing provisions disciplining the election of Statutory Auditors do not apply if the Shareholders' Meeting is convened to appoint standing and/or alternate Auditors or the chair, as allowed by law, as a result of substitution or forfeiture. In such cases, the Shareholders will pass a resolution on a relative majority, subject to the principle indicated in art. 20, paragraph 2, of the By-laws (that reserves the minority's right to elect one Standing Auditor and one Alternate Auditor) and compliance with the applicable legislation on balance between genders.

14. COMPOSITION AND OPERATION OF THE BOARD OF STATUTORY AUDITORS

The current Board of Statutory Auditors was elected by list vote at the ordinary Shareholders' Meeting on 24 May 2018 and will remain in office until the date of the Meeting that will be convened to approve the financial statements of the Company as at 31 December 2020.

In particular, the Standing Auditors Antonella Carù and Massimo Catullo and Alternate Auditor Patrizia Paleologo Oriundi were elected from the list submitted by the majority shareholder Schematrentaquattro with voting rights representing a percentage of 52.400% on the entire share capital.

*Forfeiture and
Replacement of
Statutory Auditors*

*Appointment and
Composition of the
Board of Statutory
Auditors in Office*

Remuneration

Standing Auditor Marco Rigotti and Alternate Auditor Roberto Miccù were elected from the minority list submitted by 10 investment fund managers with voting rights representing 20.824% on the entire share capital.

The Standing Auditor Marco Rigotti was simultaneously appointed as Chairperson of the Board of Statutory Auditors.

The above-mentioned composition of the Board of Statutory Auditors did not change until the date of this Report.

The ordinary Shareholders' Meeting held on 24 May 2018 established that the remuneration for each of the years 2018-2019-2020 for the Chairperson of the Board of Statutory Auditors will be a lump-sum all-inclusive amount of Euro 75,000 and for each of the other two Standing Auditors a lump-sum all-inclusive amount of Euro 50,000. The amount of the fees paid to each Auditor in the Business Year is specified in the Remuneration Report.

In particular, the remuneration of Statutory Auditors was commensurate with the commitment required, the importance of the role played, and the size and sector-specific characteristics of the Company, in line with the application criterion 8.C.4. of the Self-Regulatory Code.

Further details on the Board of Statutory Auditors can be found in Table 3 in the appendix.

The personal and professional profiles of each Standing Auditor are given below.

Curricula Vitae of the Statutory Auditors in Office

Marco Rigotti

Chairman of the Board of Statutory Auditors

Born in Milan in 1967 he obtained his Degree in Business Economics from the Commercial University Bocconi of Milan in 1992 and has been registered in the Register of professional accountants and accounting experts since 1993 and in the register of Legal Auditors since 1999.

Between 1995 and 1998, he worked at CONSOB, where he carried out surveys on insider trading practices and the manipulation of share prices. Since 1998, he has been operating his own firm in Milan, dealing in particular with the supervision and management of companies. He led the start of the process to relaunch the company Air Italy and the implementation of the partnership with Qatar Airways. At present, he holds the role of Chairman of the Boards of Directors of the company managing the airport of Olbia, Geasar S.p.A.

At the Bocconi University, he teaches Company and Business Law as a temporary lecturer. He authored many scientific publications on company law and the financial markets.

Antonella Carù

Standing Auditor

Born in Varese in 1961. She graduated in Business Economics at the Bocconi University, Milan, in 1986 (with a specialization in Administration and Control), and obtained her PhD in Business Economics in 1993.

She is full professor of Economics and Business Administration at the Bocconi University, where she has been holding the office of Dean of the Graduate School since November 2014. At the same University, she served as Dean of the Undergraduate School (November 2012 - October 2014) and Director of the Master of Science course in Marketing Management (from 2004 to 2012). She is also Senior Teacher at the SDA Bocconi School of Management.

She was Visiting Professor at CBS - Copenhagen Business School; ESCP-EAP in Paris; Université Jean Moulin in Lyon; and Visiting Scholar at HEC Montréal.

She is the author of many monographs and several papers published in national and international scientific journals.

She is a chartered accountant registered on the register of Auditors.

Since 1 August 2017 she is Standing Auditor in Pirelli & C. S.p.A., where she had already held this office from 10 May 2012 to 15 March 2016 and she is a member of the Board of Directors of the same company since 26 July 2012. She has also been Standing Auditor in Autogrill since 28 May 2015.

She provides advisory and research services to industrial businesses, service companies and financial institutions.

Massimo Catullo

Standing Auditor

Born in Venice in 1953 he obtained his Degree in Economics and Commerce from the University Ca' Foscari of Venice in 1977 and has been registered in the Register of professional accountants and accounting experts of Treviso since 1990 and in the register of Legal Auditors since 1995.

From 1979 to 1995, he had been working for Arthur Andersen in the field of auditing and certification of financial statements, holding the role of international partner since 1991.

From 1996 to 2001, he had been still working for the Andersen organization as a professional consultant, particularly with regard to extraordinary corporate transactions, corporate governance and assessments.

From 2001 to 2009 he was first the Chief Executive Officer of ACB Group, then Chairman and CEO of ACB Consulting, holding, among other things, some important positions as advisor and “qualified subject” in stock exchange listing procedures for companies such as Fiera di Milano, Banca Generali, Ascopiave and Save.

Since 2010, he has been Chairman and Chief Executive Officer of C&P Advisory, providing consultancy services in the areas of M&A, corporate finance and company assessments.

Recent appointments as statutory auditor include the role of standing auditor in the listed company World Duty Free S.p.A. from its establishment until its transfer to the Swiss group Dufry and its consequent delisting.

Requirements of Integrity, Professionalism and Independence, and Assessment of these Requirements upon Appointment of the Statutory Auditors

Pursuant to art. 3 of Decree No. 162 of 30 March 2000, issued by the Justice Minister in concert with the Treasury Minister, on 24 May 2018, at the first useful meeting after the appointment of the current Board of Statutory Auditors, the Board has ascertained that the current members of the Board of Statutory Auditors fulfil the requirements laid down in art. 1 and 2 of the above Decree No. 162 of 30 March 2000. Specifically, the Statutory Auditors are enrolled in the register of accounting auditors and have practiced for at least three years.

During its meeting of 12 December 2007, the Board of Directors deliberated on the applicability of the same independence requirements set out for Directors also for the members of the Board of Statutory Auditors. For these requirements, see section 4.6 above in this Report. A similar provision was also introduced in the Autogrill Code⁵⁹.

Diversity Policies

On 18 July 2018, the Corporate Governance Committee approved some revisions to the Self-Regulatory Code concerning diversity in the composition of the Board of Statutory Auditors of listed companies, also in order to enhance the effects achieved with Law No. 120/2011, hoping that they will be maintained even beyond the limited temporal validity of the Law. In particular, according to the recommendations of the Self-Regulatory Code, the issuer is required to apply criteria of diversity, including gender, in the composition of the Board of Statutory Auditors⁶⁰. Furthermore, the Self-Regulatory Code recommends that at least one third of the members of the issuers’ Boards of Statutory Auditors should be made up of auditors of the

⁵⁹ See section 15.2 of the Autogrill Code.

⁶⁰ See in this regard principle 8.P.2. of the Self-Regulatory Code.

less represented gender⁶¹. In this regard, the Self-Regulatory Code specifies that the issuer may apply the instrument that it deems most suitable to pursue this objective, also taking into account its ownership structure, and requires those who submit lists for appointments to provide adequate information on the compliance or non-compliance of the lists with the objective of gender diversity identified by the issuer.

With reference to the Company, it should be noted that, since the renewal of Autogrill's corporate bodies in 2015, the composition of the Company's Board of Statutory Auditors has been balanced in terms of gender representation, as required by Law No. 120/2011, TUF and CONSOB Resolution No. 18098/2012. In particular, the Law 120/2011 provides that, for the first renewal of the management and supervisory bodies one year after the date of its entry into force, at least one fifth of the Directors and Standing Auditors elected and at least one third in the following two terms shall be reserved for the less represented gender. On the occasion of the renewal of the bodies in 2018, the Shareholders' Meeting of Autogrill appointed a female member for the Board of Statutory Auditors, namely Antonella Carù, i.e. one third of the total, in compliance with the provisions of the Law 120/2011. In addition, both genders are also represented in the control bodies of the Italian Subsidiaries Autogrill Europe, Autogrill Italia and Autogrill Servizi, appointed for the three-year period 2018-2020.

Reference should also be made to paragraph 4.2, sub-paragraph "Diversity Policies" of this Report concerning the provisions of the Bylaws that require Autogrill to ensure and maintain gender balance.

Autogrill has not yet adopted instead a specific diversity policy pursuant to article 123-bis, paragraph 2, letter d-bis of TUF, since, in line with the provisions of the Bylaws, Autogrill already promotes diversity both in the composition of the Board of Directors and the Board of Statutory Auditors and in the appointment of the members of the management and supervisory bodies of its Subsidiaries.

Moreover, Autogrill also applies this principle in the selection of management with regard to gender, training and professional path and age, and requires its strict application also to its Subsidiaries.

In compliance with the provision of the Self-Regulatory Code that recommends to annually ascertain that all the statutory auditors meet the independence requirements and to transmit the outcomes of such verifications to the Board of Directors, which - after the appointment - discloses them through a market release and later in the report on corporate governance⁶², the current Board of Statutory Auditors ascertained the

⁶¹ See in this regard the application criterion 8.C.3. of the Self-Regulatory Code.

⁶² See application criterion 8.C.1. of the Self-Regulatory Code. Please note that, according to paragraph IX of the "Guidelines and Transitional Regime" section of the Self-Regulatory Code in its July 2015 version: "As to the changes made to art. 8, issuers are encouraged to apply them from the first renewal of the supervisory body taking place after the end of the year beginning in 2015".

independence requirements - set forth in applicable laws and in the Self-Regulatory Code - of its members on 24 May 2018 and 11 February 2019 and reported to the Board of Directors the outcome of its verification.

The Board of Statutory Auditors supervises the independence of Independent Auditors, in compliance with our corporate policy, particularly as regards appointments that are incompatible with auditing activities.

For the performance of its tasks, the Board of Statutory Auditors cooperates with the Chief Internal Audit Executive and with the Control, Risk and Corporate Governance Committee. See section 11 of this Report above for more details on this issue.

The 16 meetings of Statutory Auditors held during the business year lasted 3 hours. Twelve meetings are scheduled for the current year, 4 of which have already been held.

In compliance with the provisions of the Self-Regulatory Code, the Autogrill Code⁶³ expressly contemplates that the Statutory Auditor, who - on his/her own or a third party's behalf - has an interest in a particular operation of the Issuer, informs in a timely and exhaustive manner the other Statutory Auditors and the Chairperson of the Board of Directors of the nature, terms, origin and scope of his/her interest.

As provided for by the Self-Regulatory Code⁶⁴, following the appointment of the Statutory Auditors that are currently in office and during their mandate, induction sessions have been arranged for Statutory Auditors with a view to providing them with adequate knowledge of the Company's business, proper risk management principles, legal and regulatory reference framework and corporate dynamics. Furthermore, Statutory Auditors are always invited to participate in the induction meetings attended by the Directors.

In compliance with the provisions of the Rules of Conduct of the Board of Statutory Auditors of Listed Companies⁶⁵, the Board of Statutory Auditors undergoes a periodic internal process of assessment of the recurrence - and permanence - of the eligibility requirements of the members of the Board of Statutory Auditors, as well as of the work of the Board of Statutory Auditors with respect to the concerted planning of activities.

In particular, the Board of Statutory Auditors carried out this self-assessment through a preliminary activity of data and information collection and an evaluation activity, carried out collectively by its members, focusing in particular on the following aspects:

1. size, gender and age composition of the Board of Statutory Auditors;

⁶³ See section 15.4 of the Autogrill Code that assimilates the application criterion 8.C.5. of the Self-Regulatory Code

⁶⁴ See the application criterion 2.C.2. of the Self-Regulatory Code.

⁶⁵ See Rule Q.1.1 of the Rules of Conduct of the Board of Statutory Auditors of Listed Companies.

2. requirements of professionalism, integrity and independence of the members of the Board of Statutory Auditors;
3. number of positions held, other professional activities carried out and availability of time granted by each member of the Board of Statutory Auditors in relation to the complexity and methods of carrying out the task as planned;
4. functionality and quality of the information flows with the management bodies, the internal committees of the Board of Directors and the company's supervisory functions;
5. exchange of information with the Independent Auditors;
6. collaboration and interaction between the members of the Board of Statutory Auditors; and
7. operation and organization of work.

After the preliminary investigation and collection of relevant information, analyses and discussions were developed, always on a collective basis, aimed at assessing the existence of the necessary conditions to ensure the effective performance of the supervisory function.

At the end of the process, the Board of Statutory Auditors decided that it could carry out the task in an appropriate manner and within an appropriate timeframe, with the utmost cooperation and with an effective balance between the various specific professional skills, without finding any weaknesses with regard to the suitability of any of its members or other critical aspects in the functioning of the body that require the adoption of corrective measures.

As an aspect to be improved, the Board of Statutory Auditors expressed the wish to strengthen the induction processes, in particular in all cases in which a new member is appointed.

15. RELATIONS WITH THE FINANCIAL MARKET

The interest of the Group in establishing and maintaining a continuous dialogue with the financial market stakeholders led the creation of the Investor Relations Function in 1997. The aim of this function is to illustrate to institutional investors and financial analysts the strategy pursued by Autogrill, the objectives and results achieved.

On the one hand, this activity is translated into a constant contact with investors and analysts and, on the other, in a constant collaboration with other corporate functions to process all the information material that the Group prepares to better interact with the financial market.

All the information material either required by statutory obligations - e.g. Company's accounting documents, financial releases, procedures and codes – or drawn up on a voluntary basis in order to improve the communication

process is posted in the Company's website (www.autogrill.com). To this end, the website of Autogrill provides for a specific, easily identifiable and accessible "Investors" section, in which all information concerning the Company that is relevant to the financial community is available.

16. SHAREHOLDERS' MEETINGS

*Law and Statutory
Provisions*

Notice of Meeting, quorums, validity of resolutions voted, eligibility to participate and proxy voting are disciplined by the law.

Pursuant to art. 7, Bylaws, Shareholders' Meetings are called by posting a notice on the Company's website (www.autogrill.com) and in the manner required by law and regulations from time to time in force, with prior notice that may not be less than the minimum required by law in respect of the date fixed for the Shareholders' Meeting⁶⁶.

Shareholders representing at least 2.5% of the share capital, whether individually or jointly, may apply to the Company in the manner required by the law and regulations from time to time in force to add items to the agenda and must indicate the matters they propose for discussion in their written application. Notice of any additions proposed in accordance with current law is announced as and when required by the law and regulations from time to time in force.

The Shareholders controlling the Issuer have never asked to integrate the proposals on the Shareholders' Meeting agenda as regards the topics for which Directors had not formulated a specific proposal.

In order to facilitate Shareholders, the exercise of said right, as well as, more generally, the dialogue with the Company, a dedicated electronic mail address has been opened: societario@autogrill.net.

*Shareholders'
Meetings
Regulations*

Meetings are conducted according to the rules for Shareholders' Meetings approved by the Shareholders' Meeting, on a motion by the Board of Directors, on 27 April 2004 and modified by Shareholders' resolution on 21 April 2011 (the "**Shareholders' Meetings Regulations**").

In the course of the last meeting held on 20 December 2012, the Board of Directors examined the new recommendations contained in the comment to art. 9 of the Self-Regulatory Code and, upon the Control, Risk and Corporate

⁶⁶ In an extraordinary session on 21 April 2011, the Shareholders' Meeting voted to make the mandatory modifications to the Bylaws needed to reflect current provisions of law and regulations as modified by Legislative Decree No. 27 of 27 January 2010, which enforced the European Shareholders' Rights Directive in Italy.

Such modifications were mostly to art. 7 and 8 of the Bylaws and provide that meetings in ordinary and extraordinary session may be held in a single call pursuant to the new paragraph 1 in art. 2369 CC.

Art. 11 of the Bylaws was also modified to provide, pursuant to art. 123-ter, TUF, for the power of the Shareholders' Meeting to express itself, albeit in a non-binding form, for or against the remuneration policies for Directors, general managers and executives with strategic responsibilities and on the procedures used to adopt and implement these policies.

Governance Committee's proposal, deliberated on putting off any further assessment of possible changes to the meeting regulations to a next meeting because the current regulations were deemed to be sufficiently compliant with the provisions of the Self-Regulatory Code.

The Shareholders' Meeting Regulations are available for consultation in the Company's website (www.autogrill.com - Governance section).

In particular, the Shareholders' Meeting Regulations require that, upon opening a Shareholders' Meeting, the Chairperson should fix the maximum duration of each speech, usually not exceeding 15 minutes. The Meeting Chairperson may invite speakers to conclude if they go beyond the fixed time limit or digress from the subjects on the agenda and prevent inappropriate behaviours also by suspending the right to speak or, in more serious cases, by having the person/s removed from the room for the remainder of the discussion. A shareholder expelled in this way may appeal to the Meeting, which will vote with a majority of the share capital represented at the Meeting.

Requests to address the Meeting on individual items on the agenda may be made to the chairperson's office upon constitution of the Meeting and up to such time as the Meeting Chairperson opens the discussion on each item on the agenda. In granting the floor, the Meeting Chairperson usually follows the order in which requests were submitted. A shareholder may only speak once on each point in the agenda.

The Shareholders' Meeting is the official opportunity for Directors and Shareholders to meet and discuss matters.

*Meetings held in
2018*

Nine Directors attended the Meeting held on 24 May 2018, and, upon the Shareholders' request, information was made available on the Company's performance and on the items on the agenda. During that meeting, the shareholders also received the documents and information required by applicable law (already made public) within the legal term at Autogrill's registered office and secondary offices, as well as at Borsa Italiana S.p.A. and in Autogrill's website (www.autogrill.com - Governance section, Shareholders' Meeting).

17. ADDITIONAL CORPORATE GOVERNANCE PRACTICES

Autogrill does not apply corporate governance practices over and above those required by law and regulations other than the ones indicated in this Report.

Details on the Strategies and Investments Committee and the organization Model No. 231 may be found in sections 6 and 11.3.

18. CHANGES AFTER THE CLOSE OF THE REFERENCE BUSINESS YEAR

There have been no changes in the corporate governance structure between the closing date of the Year and the date of this Report, without prejudice to the provisions of paragraphs 4.2, 11.2 and 11.5 above, as regards the appointment of the Chairperson and the allocation of management powers to him/her, the appointment of the new person in charge of the Internal Audit function and the appointment of the new Financial Reporting Manager, respectively.

19. CONSIDERATIONS ON THE LETTER OF 21 DECEMBER 2018 FROM THE CHAIRPERSON OF THE CORPORATE GOVERNANCE COMMITTEE

The recommendations formulated by the Corporate Governance Committee for 2019 (the "**2019 Recommendations**") in a document entitled "The Committee's Recommendations for 2019", attached to the letter sent to the Chairpersons of the management bodies and, for information, to the Chief Executive Officers and chairpersons of the supervisory bodies of Italian listed companies by the Chairperson of the Corporate Governance Committee on 21 December 2018 were brought to the attention of the Chief Executive Officer, the Chairperson of the Board of Statutory Auditors and the Lead Independent Director, who took them into account during the meetings held with the Directors to carry out the Board evaluation. The letter of the Chairperson of the Corporate Governance Committee and the 2019 Recommendations were examined, as regards the aspects falling within their respective competence, by the Control, Risk and Corporate Governance Committee and by the Board of Statutory Auditors on 31 January 2019, and by the Human Resources Committee on the same date.

Finally, the letter of the Chairperson of the Corporate Governance Committee and the 2019 Recommendations were discussed and evaluated at the meeting of the Board of Directors held on 7 February 2019.

The 2019 Recommendations cover the following four critical areas: (i) pre-board meeting information package; (ii) application of independence criteria; (iii) board review activities; and (iv) remuneration of executive directors.

First of all, the Corporate Governance Committee invited the boards of directors to express an explicit assessment of the adequacy of the pre-board meeting information package received during the Year. In particular, the Corporate Governance Committee invited the chairpersons of the boards of directors to promote this evaluation activity and ensure that confidentiality requirements were met without compromising the adequacy and timeliness of information flows prior to board meetings.

In this regard, the Board of Directors of Autogrill noted that, as better described in paragraph 4.3 above, the transmission of the documents required for the discussion of the items on the agenda of the Board of Directors' meetings is carried out by the Secretary of the Board of Directors, who sends the documents reasonably in advance of the date of the meetings, also taking into account possible requirements of confidentiality and urgency relating to certain matters. In this regard, it should be noted that the pre-board meeting information package is facilitated by the creation of a section in the company intranet with access reserved for the members of the Board of Directors and of the Board of Statutory Auditors that allows them, wherever they are, to connect to the database and consult in real time the documents relating not only to the meetings called, but also to all previous meetings held during the duration of their respective mandate. This system of remote sharing of documents also allows adjusting access functions in relation to the need for confidentiality of the information made available (read-only or possibility of printing and/or downloading).

During the Year, the three-day deadline set by the Autogrill Code for the transmission to the Board of Directors of the documents required from time to time for the discussion of the items on the agenda was generally met and, in cases where it was not possible to transmit the material relating to a meeting within that deadline for urgency reasons, the necessary, adequate and timely, details were ensured during the Board sessions. It should also be noted that the completeness and usability of Autogrill's pre-board meeting information package is considered by the Directors to be among the "best-in-class" compared to other comparable pre-board meeting information packages.

Secondly, the Corporate Governance Committee invited the boards of directors to apply more rigorously the independence criteria recommended by the Self-Regulatory Code and the supervisory bodies to supervise the correct application of these criteria, specifying that any case of non-application of these criteria should be an exception and should be subject to an extensive assessment at an individual level and an exhaustive explanation in the report on corporate governance.

In relation to this recommendation, it should be noted that, for independence assessment purposes, Autogrill has not set aside any of the application criteria set out in the Self-Regulatory Code. In this regard, it should be noted that, as better described in paragraph 4.6 above, the possession of the independence requirements is assessed and verified in the first meeting after the appointment of the Board of Directors and, subsequently, on an annual basis, in compliance with the provisions of the Self-Regulatory Code.

Following the most recent assessment carried out on 14 March 2019, it was confirmed that seven of the Directors in office meet the independence requirements set forth in paragraph 3.1 of the Autogrill Code and in the

combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of TUF, as further described in paragraph 4.6 above. On the same date, the Board of Statutory Auditors verified the correct application of the assessment criteria and procedures adopted by the Board of Directors to assess the independence of its members.

The third critical area highlighted in the 2019 Recommendations concerns the importance of ensuring greater transparency regarding the way in which board reviews are carried out. In this regard, the 2019 Recommendations suggest that a member of the boards of directors should oversee this process and that procedures enhancing the individual contribution of each director be adopted.

In relation to this recommendation, it should be noted that Autogrill's board review activity is generally carried out through direct interviews with the individual members of the Board of Directors and the Chairperson of the Board of Statutory Auditors, as described in paragraph 4.3 above. The results of the interviews are then elaborated in a summary document made available to the individual Directors, which is illustrated and discussed during the subsequent Board meeting. These interviews are conducted by Lead Independent Director Massimo Di Fasanella D'Amore Di Ruffano, with the support of the Board of Directors' secretariat

Finally, in its 2019 Recommendations, the Corporate Governance Committee calls on the boards of directors and committees responsible for remuneration to assess the adequacy of remuneration policies with the objective of sustainability of corporate activities in the medium to long term. In particular, the Corporate Governance Committee recommends strengthening the link between variable remuneration and the parameters linked to long-term objectives, as well as limiting the possibility of disbursing sums not linked to predetermined parameters (the so-called *ad hoc bonuses*) to individual exceptional cases, subject to adequate explanation.

In this regard, it should be noted that, as better illustrated in paragraph 9 above, in line with the provisions of the Self-Regulatory Code, the Autogrill Code provides that the economic results and any other specific objectives to which the payment of the variable components of the remuneration of executive directors or directors holding particular offices is linked are predetermined, measurable and linked to the creation of value for shareholders in the medium to long term.

Furthermore, the Autogrill Code provides that the payment of a significant portion of the variable component of remuneration is deferred for an adequate period of time with respect to the time of maturity, in line with the characteristics of the activity carried out and the related risk profiles.

Finally, it should be noted that the payment of the so-called *ad hoc bonuses* is limited to exceptional individual cases, justified by adequate reasons and linked to management results of particular strategic importance; the

evaluation of these results and of the corresponding individual contributions is subject to the prior scrutiny of the Human Resources Committee for Directors and executives with strategic responsibilities.

TABLES

TABLE 1: SIGNIFICANT STAKES IN THE SHARE CAPITAL

Reference date: 14 March 2019			
Informant	Direct Shareholder	Share % of ordinary share capital	Share % of voting capital
Edizione	Schematrentaquattro	50,100	50,100

TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AND COMMITTEES

Board of Directors													Control, Risk and Corporate Governance Committee		Human Resources Committee		Strategy and Investment Committee		Related-Party Transaction Committee	
Office	Member	Year of birth	Date of first appointment *	In office since	In office till	List **	Exec.	Non-exec.	Indep. purs. to Code	Indep. purs. to TUF	Number of other offices ***	(*)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Chairperson	Paolo Zannoni	1948	07/02/2019	07/02/19	Next Shareholders' Meeting	M	X				0	0/0								
Chief Executive Officer (a) (b)	Gianmario Tondato Da Ruos	1960	24/03/2003	25/05/17	Approval of accounts at Dec. 31, 2019	M	X				1	10/10								
Director	Ernesto Albanese	1964	28/05/2014	25/05/17	Approval of accounts at Dec. 31, 2019	m		X	X	X	1	10/10							2/2	M
Director	Alessandro Benetton	1964	19/05/1997	25/05/17	Approval of accounts at Dec. 31, 2019	M		X			3	8/10								
Director	Franca Bertagnin Benetton	1968	25/05/2017	25/05/17	Approval of accounts at Dec. 31, 2019	M		X			2	8/10								
Director	Francesco Umile Chiappetta	1960	28/05/2014	25/05/17	Approval of accounts at Dec. 31, 2019	m		X	X	X	2	9/10	8/8	M					2/2	M
Director	Cristina De Benetti	1966	25/05/2017	25/05/17	Approval of accounts at Dec. 31, 2019	M		X	X	X	3	9/10	8/8	P						
Director (c)	Massimo Di Fasanella D'Amore Di Ruffano	1955	7/03/2012	25/05/17	Approval of accounts at Dec. 31, 2019	M		X	X	X	0	10/10			6/6	M	6/6	M		

Board of Directors													Control, Risk and Corporate Governance Committee		Human Resources Committee		Strategy and Investment Committee		Related-Party Transaction Committee		
Office	Member	Year of birth	Date of first appointment *	In office since	In office till	List **	Exec.	Non-exec.	Indep. purs. to Code	Indep. purs. to TUF	Number of other offices ***	(*)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	
Director	Marco Patuano	1964	26/01/17	25/05/17	Approval of accounts at Dec. 31, 2019	M		X			3	9/10					6/6	P			
Director	Maria Pierdicchi	1957	25/05/2017	25/05/17	Approval of accounts at Dec. 31, 2019	M		X	X	X	3	9/10			6/6	P					
Director	Elisabetta Ripa	1965	25/05/2017	25/05/17	Approval of accounts at Dec. 31, 2019	M		X	X	X	0	10/10					5/6	M	2/2	M	
Director	Paolo Roverato	1963	23/04/2008	25/05/17	Approval of accounts at Dec. 31, 2019	M		X			0	9/10	7/8	M	6/6	M	5/6	M			
Director	Catherine Gérardin Vautrin	1959	25/05/2017	25/05/17	Approval of accounts at Dec. 31, 2019	M		X	X	X	2	9/10					5/6	M			
-----DIRECTORS LEAVING OFFICE IN REFERENCE PERIOD-----																					
Chairman	Gilberto Benetton	1941	19/05/1997	25/05/17	Approval of accounts at Dec. 31, 2019	M		X			0	5/7									
Number of meetings held in reference year: 10						Control, Risk and Corporate Governance Committee: 8				Human Resources Committee: 6		Strategy and Investment Committee: 6		Related-Party Transaction Committee: 2							
Quorum required for the lists submitted by minority shareholders for the appointment of one or more members (pursuant to art. 147-ter of TUF): 1%																					

NOTES

(a) This symbol means the Control and Risk Management System Director.

(b) This symbol means the main person in charge of the management of the Issuer (Chief Executive Officer or CEO).

(c) This symbol means the Lead Independent Director (LID).

* The date of first appointment of each director means the date, on which the director was appointed for the first time (in absolute terms) to serve in the Board of Directors of the Issuer.

** This column shows the list, to which each director belongs ("M": Majority list; "m": minority list).

*** This column shows the number of offices held as Director or Auditor in other companies listed on regulated markets, including foreign markets, in financial, banking, insurance companies or companies of significant size. In the Corporate Governance Report, the tasks are indicated in full. It should be noted that, as regards the Directors who ceased to hold office during the year under review, the number of other offices is updated as of the date of approval of the 2017 Corporate Governance Report.

(*) This column shows the director's attendance at the meetings of BoD and Committees respectively (number of meetings actually attended out of total meetings that the director was expected to attend in his/her capacity as member; e.g. 6/8; 8/8, etc.).

(**) This column shows the office of the director within the Committee: "P": chairperson; "M": member.

List of Directors' offices

The table below details the positions held by Directors in other companies as of the date of this Report, according to the criteria adopted by Autogrill's Board of Directors, as indicated in section 4.2 of this Report.

Director	Office	Company
Paolo Zannoni	[-]	
Gianmario Tondato Da Ruos	Non-Executive Director	International Game Technology PLC
Ernesto Albanese	Non-Executive Director	Geox S.p.A.
Alessandro Benetton	Chairman of the Board of Directors without delegated powers (non-executive)	21 Investimenti SGR S.p.A.
	Chairman of the Supervisory Board without delegated powers (non-executive)	21 Centrale Partners S.A.
Francesco Umile Chiappetta	Non-Executive Director	Edizione S.r.l.
	Non-Executive Director	Armònia S.g.r.
	Non-Executive Director	Reply S.p.A.
Massimo Di Fasanella D'Amore Di Ruffano	[-]	
Marco Patuano	Chief Executive Officer	Edizione S.r.l.
	Non-Executive Director	Atlantia S.p.A. (Edizione Group)
	Chairman without delegated powers (non-executive)	Cellnex Telecom S.A. (Edizione Group)
Paolo Roverato	[-]	
Franca Bertagnin Benetton	Non-Executive Director	Wendel Group
	Non-Executive Director	Edizione S.r.l.

Cristina De Benetti

Non-Executive Director
Non-Executive Director
Non-Executive Director

UnipolSai S.p.A.

UnipolBanca S.p.A.

Catherine Gérardin Vautrin

Non-Executive Director
Non-Executive Director
Non-Executive Director

Autostrade Meridionali S.p.A.

Davide Campari - Milano S.p.A.

Maria Pierdicchi

Non-Executive Director
Non-Executive Director
Non-Executive Director

Safilo Group S.p.A.

Luxottica S.p.A.

Aurora S.A.

Elisabetta Ripa

[-]

Unicredit S.p.A.

TABLE 3: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS

Board of Statutory Auditors									
Office	Member	Year of birth	Date of first appointment *	In office since	In office until	List (M/m) **	Independence pursuant to Code	Attendance at Board meetings ***	No. of other offices ****
Chairperson	Marco Rigotti	1967	19/04/2012	24/05/2018	Approval of accounts at Dec. 31, 2020	m	X	17/17	5
Standing auditor	Antonella Carù	1961	28/05/2015	24/05/2018	Approval of accounts at Dec. 31, 2020	M	X	17/17	3
Standing auditor	Massimo Catullo	1953	24/05/2018	24/05/2018	Approval of accounts at Dec. 31, 2020	M	X	10/11	2
Alternate auditor	Patrizia Paleologo Oriundi	1957	28/05/2015	24/05/2018	Approval of accounts at Dec. 31, 2020	M	X		
Alternate auditor	Roberto Miccù	1965	28/05/2015	24/05/2018	Approval of accounts at Dec. 31, 2020	m	X		
-----AUDITORS LEAVING OFFICE IN REFERENCE PERIOD-----									
Standing Auditor	Eugenio Colucci	1946	21/04/2009	28/05/2015	Approval of accounts at Dec. 31, 2017	M	X	6/6	2
Number of meetings held in reference year: 16									
Quorum required for the lists submitted by minority shareholders for the appointment of one or more members (pursuant to art. 148 of TUF): 1%									

NOTES

* The date of first appointment of each auditor means the date on which the auditor was appointed for the first time (in absolute terms) to serve in the Board of Statutory Auditors of the Issuer.

** This column shows the list to which each auditor belongs ("M": majority list; "m": minority list).

*** This column shows the auditor's attendance at the meetings of the Board of Statutory Auditors (number of meetings actually attended out of total meetings that the auditor was expected to attend in his/her capacity as member; e.g. 6/8; 8/8, etc.).

**** This column shows the total number of offices held as Director or Auditor according to art. 148-*bis* of TUF and the relevant implementation provisions in CONSOB Regulations for Issuers. The complete list of offices is published by CONSOB on its website pursuant to art. 144-*quinquiesdecies* of CONSOB Regulations for Issuers. The number of other positions held by the Statutory Auditors leaving office during the year in question was updated as of the date of approval of the 2017 Corporate Governance Report.