



Registered office: Novara, Via Luigi Giulietti n. 9.  
Secondary headquarters: Rozzano (Milano), Centro Direzionale  
Milanofiori,  
Palazzo Z, Strada 5.  
Share capital: Euro 132,288,000, fully paid in.  
Novara Companies Register number and tax code: 03091940266.

## NOTICE OF MEETING

Shareholders are hereby called to an ordinary meeting on 23<sup>rd</sup> April 2008 at 10.30 am in Milan (Corso di Porta Vittoria 16, Centro Congressi), 1<sup>st</sup> call, and if necessary on 28<sup>th</sup> April 2008 (same time and place), 2<sup>nd</sup> call, to discuss and vote on the following

### AGENDA

- 1) Financial statements at 31<sup>st</sup> December 2007 and annual report; resolutions. Presentation of the consolidated financial statements at 31<sup>st</sup> December 2007.
2. Appointment of directors pursuant to art. 10 of the by-laws after first determining their number and term of office. Fixing of emoluments.
3. Directors' report on the proposal to authorize the Board, for the intents and purposes of art. 2357, Italian Civil Code, and art. 132, decree law 58/1998, to acquire and dispose of up to 12,720,000 of the Company's shares. Relative authorization for the Board. Resolutions.

### ELIGIBILITY

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

### DOCUMENTATION

The following documentation will be made available to the public at the Company's headquarters and Borsa Italiana S.p.A. in Milan:

by 30<sup>th</sup> March 2008:

- draft financial statements of the Group parent company and the consolidated statements, pursuant to art. 82, clause 2, Consob Rule 11971 dated 14<sup>th</sup> May 1999 and subsequent amendments;

by 8<sup>th</sup> April 2008:

- directors' report on the proposal to authorize acquisition and disposal of own shares pursuant to art. 73 of the aforesaid Consob Rule;

- reports by the statutory auditors and KPMG S.p.A. (external accountants), pursuant to art. 2429, Italian Civil Code;
- directors' report on the Company's adoption of the recommendations in the Listed Companies Code of Self-discipline, pursuant to art. 124 bis, clause 2, decree law 58/1998 and art. 89 bis, clause 2, of the aforesaid Consob Rule.

Shareholders are entitled to a copy of such documentation.

The shareholder meeting documentation is also published on the Company's website ([www.autogrill.com](http://www.autogrill.com)).

With reference to item 2) on the agenda, pursuant to art. 10 of the by-laws, which provides that directors be appointed from lists, shareholders who singly or together represent at least 1.5% of the share capital may submit a list of candidates. Such lists must be filed with the Company's Group corporate affairs department (Centro Direzionale Milanofiori, Palazzo Z, Strada 5, 20089 Rozzano - MI) at least 15 (fifteen) days before the date fixed for the 1<sup>st</sup> call meeting, together with declarations in which individual candidates accept their candidacy and warrant, under their own responsibility, that no causes of ineligibility or incompatibility exist and that they possess the legal requisites for holding such posts. Along with such declarations, a CV of each candidate must be filed, including a mention of eventual eligibility for independent directorships.

In line with the Listed Companies Code of Self-discipline, the board of directors meeting on 12<sup>th</sup> December 2007 adopted the requisites of independence for directors defined in said Code of Self-discipline except for the requisite of permanence on the Board for over nine years out of the last 12.

Shareholders who singly or jointly hold at least 2.5% of the share capital may within five days of publication of this notice of meeting ask for additions to be made to the agenda and indicate in their application the subjects they propose to discuss.

Shareholders and other holders of voting rights must lodge and/or send by mail to the Company's Group corporate affairs department (Centro Direzionale Milanofiori, Palazzo Z, Strada 5, 20089 Rozzano -MI-) or also in copy form or by fax to 02 48266805, a copy of the certificates issued by their brokers for the purposes and within the terms indicated hereunder:

(i) to prove eligibility to submit lists of candidates for directorships, at least 2 (two) business days prior to the date fixed for the 1<sup>st</sup> call shareholders' meeting;

(ii) at the same time as the application to add to the meeting's agenda, in order to prove eligibility for same.

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

**Board of Directors**  
**Gilberto Benetton**  
**(Chairman)**

**AUTOGRILL S.p.A.**