EXEMPTION DOCUMENT

RELATING TO THE OFFER OF DUFRY SHARES IN THE CONTEXT OF THE MANDATORY PUBLIC EXCHANGE OFFER WITH ALTERNATIVE CASH CONSIDERATION FOR ALL THE ORDINARY SHARES OF

AUTOGRILL S.p.A.

promoted by

Dufry AG

The Exemption Document is drawn up in accordance with Regulation (EU) 2017/1129 of 14 June 2017 of the European Parliament and of the Council, as subsequently amended and supplemented by Delegated Regulation (EU) of the Commission Regulation (EC) 2021/528 of 16 December 2020.

The Exemption Document does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129.

The Exemption Document has not been subject to the scrutiny submitted for review and approval by CONSOB in accordance with Article 20 of Regulation (EU) 2017/1129.

The approval of the Exemption Document by Resolution no. 0033280/23 of 6 April 2023, does not imply any judgment of CONSOB on the appropriateness of tendering and on the merits of the data and information contained therein, in accordance with Article 1(6a), point (b), of Regulation (EU) 2017/1129.

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PART A

RISK FACTORS

The transaction described in this Exemption Document presents the risks typical of an investment in shares that are traded only on a non-EU market; being the shares a risk capital by their nature, the investor may incur a total or partial loss of invested capital.

Before making any decision to carry out an investment in the securities issued by Dufry, investors must consider certain risk factors.

*In order to make a proper appreciation of the investment, investors are urged to carefully read the following risk factors relating to Dufry, to the group resulting from the Transaction (the "**New Group**"), to the business sectors in which it operates, to the securities being offered, and to the Offer. The risk factors described below should be read in conjunction with the other information contained in the Exemption Document, including the information incorporated by reference pursuant to Article 19 of the Prospectus Regulation, and the Offer Document.*

Pursuant to Article 16 of the Prospectus Regulation, this Section "Risk Factors" only lists the risks that the Offeror considers specific to Dufry, the New Group and/or the Dufry Shares and relevant for the purpose of taking an informed investment decision, taking into account the probability of occurrence and the expected magnitude of the negative impact.

A. RISKS RELATED TO DUFRY AND ITS BUSINESS

A.1. Risks related to the financial and economic situation of the Offeror and the New Group

A.1.1. Risks related to the integration process and to the failure to reach the targets of the projections

The occurrence of events covered by this risk, considered by Dufry of medium probability of occurrence, may have a significant negative impact on the Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

The New Group's current and future profitability is mainly dependent upon events which are not, in whole or in part, under the control of the Offeror, such as (i) the ability of the New Group to maintain the concessions and sub-concessions granted by airport, motorways and railway stations authorities, operators or landlords through which the New Group operates; and (ii) the traveller volume in each of the sales channels in which the New Group operates and their propensity to spend. With reference to the latter, it should be noted that the traveller volume is particularly subject to exogenous variations, that cannot be controlled by the Offeror. The occurrence of contingent situations such as was the spread of disease such as COVID 19 and the presence of international tensions or conflicts can lead to a reduction, even drastic, in the volume of travellers. The same effect can also occur due to circumstances that impact the spending capacity of individuals, such as an increase in the inflation rate or an increase in the price of commodities.

With regard to the profitability of Dufry Group, it should be noted that in the period 2020-2022 such profitability was variable and although such Group has reported positive results in 2022, the impact of the consolidated net result on the turnover of the Group was very limited. In 2022: (i) the turnover amounts to CHF 6,878.4 million (Euro 6,844.9 million); (ii) the gross profit amounts to CHF 4,193.8 million (Euro 4,173.4 million); (iii) the operative result amounts to CHF 502.4 million (Euro 500.0 million); (iv) the net consolidated result amounts to CHF 120.6 million (Euro 120.0 million); (v) the impact of the consolidated net result on the turnover is equal to 1.8%.

The consolidated net result pro-forma of the New Group in 2022 - determined assuming that all the minority shareholders of Autogrill will accept the Cash Alternative Consideration except for 1 share[1] and, therefore, the Offeror would have to transfer approximately CHF 1,195 million (Euro 1,207 million), for which it has been assumed that Dufry will use the bridge facilities - is negative for CHF 84 million (Euro 84 million). Such result has been affected by the nett loss of Autogrill, the expenses of the Transaction and the interest expense of the financing of the Offer. The consolidated net result pro-forma of the New Group in 2022 is negative. With regard to the dynamics of the net consolidated result, Dufry expects to reverse the trend of the net result consolidated of the New Group (from negative to positive) over the time frame of the Projections (2023-2027).

The turnover trend of the Dufry Group from 1 January 2023 until the Date of the Exemption Document suggests that a growth in turnover will be recorded in the first quarter of 2023, not sufficient anyway to equal the growth recorded in the corresponding period before the pandemic.

An income trend of the New Group that differs significantly (negatively) from that underlying the projections for the financial years 2023-2027 - also due to the failure to occur, in whole or in part, the assumptions underlying the Projections- could lead not only to the lack of development of margins of the New Group but also to the progressive deterioration of profit margins, with material adverse effects on the value of investment in Dufry shares. In this context, it should be noted that the ability of

[1] Such adjustment has not been included in the pro-forma adjustments below reported as it deemed not material in accordance with the Communication no. DEM/1052803 of 5 July 2001.

the New Group to reverse the trend of the net result consolidated of the same New Group (from negative to positive) over the time frame of the Projections (2023-2027) is closely linked to the full implementation of the actions underlying the Projections (as defined below), which are challenging and subject to exogenous variations, that cannot be controlled by the Offeror.

In particular following the acquisition of 50.3% of the Autogrill group (the "**Transfer**"), on February 2023 Dufry acquired new financial information on Autogrill which, along with the updated financial information available on the Dufry Group, led to update the mid-term outlook disclosed during the Capital Markets Day 2022, for the period 2023-2024. Following the Board of Directors meeting of the Offeror held on 2 March 2023, the full year result of Dufry and the updated combined mid-term outlook for the period 2023 - 2027 (the "**Projections**") were announced to the market on 7 March 2023. According to the Projections, the New Group expects to reach, *inter alia,* the following targets:

- FY2023-2024, Transition Per Annum, vs Full Year 2022 pro forma:
  - Turnover Growth: +7.0% to +10.0% per year[2].
  - CORE EBITDA: (a) for 2023, CORE EBITDA Margin deterioration of 50-60 bps compared to Full Year 2022 combined of 8.5%, related to accelerating of personnel hiring and energy inflation; (b) For 2024, CORE EBITDA Margin improvement of 75-100 bps (starting base: Projection of CORE EBITDA 2023).
- FY 2025-2027, Transition Per Annum (base 2024):
  - Turnover Growth:+3.0% to +5.0% per year[3].
  - CORE EBITDA: a margin improvement of +15 bps to 25 bps p.a.[4]

The achievement of such targets relies on the assumption that, among other things:

- the retention of existing concessions and a win-rate of new concessions; assuming that the profitability of new contracts will be in line with existing contracts. In this context, it should be noted that at the Date of the Offering Document the Group is involved in a tender in order to obtain a singificant concession in Spain, which is expected to end for Q2/Q3 2023. Because the tender process is ongoing, and the size of the impact is largely dependent on the outcome of the tender and the Offeror considers the potentential impact of this concession to come on top of the expected growth of 7-10%. If none of the

[2] Starting base FY2022 Dufry, Autogrill pro forma combined turnover of CHF 11.131 million.

[3] For the avoidance of misunderstanding, the indicated growth of 3.0-5.0% p.a. on the pro forma combined turnover base for Dufry and Autogrill 2022 of CHF 11,131m corresponds to the previously communicated +5.0% to +7.0% on a lower pro forma combined turnover outlook for FY 2022 of Dufry standalone CHF 6,600-6,700 million and Autogrill of EUR 3,800 million. .

[4] Starting base: Projection CORE EBITDA Margin 2024

concessions expiring in the period between 2023-2027 were to be renewed, the Turnover growth 2027 is expected to decline about 50% while CORE EBITDA improvement 2027 is expected to remain in the range indicated in the Projections (i.e. +15 bps to 25 bps p.a.);

- the expectation that the spend per passenger will increase by 1.5%-2.0% over the 2025 - 2027 projection period.

In this context it should be noted that the Transaction takes place following a two-year period characterized by the coronavirus pandemic ("**COVID-19**"), which was declared a global pandemic by the World Health Organization in March 2020. Due to the unprecedented level of disruption of global travel, COVID 19 negatively influenced the income trend of Dufry Group for the financial years 2020 - 2021 as the Group reported consolidated operating loss for the financial year ended 31 December 2020 of CHF 2,500.8 million, and consolidated net loss was CHF 2,740.5 million compared to a consolidated net profit of CHF 30.1 million in the financial year ended 31 December 2019). For the financial year 2022 the Autogrill Group net result was negative for approximately CHF 22.2 million or Euro 19.9 million (CHF 20.0 million or Euro 20.5 million for financial year 2021). With this regard it should be noted that despite the increase in revenue registered in financial year 2022 compared to year 2021, the New Group's profitability was negatively affected by the passenger traffic performance which still remains lower than in 2019, before the spread of COVID-19. According to an external source analysing the impact of the COVID-19 pandemic([5]), the recovery in passenger volumes in 2022 remained uneven across the globe with Latin American-Caribbean markets reaching 91% of 2019 levels whereas the Asia-Pacific region lagged at 52%; in this scenario, global passenger traffic is forecasted to reach 92% of 2019 levels in 2023. Notwithstanding the above, even if the demand for travel and travel retail will return to pre-pandemic levels, the Offeror is not able to predict whether the COVID-19 pandemic will result in permanent changes to travellers' behaviour which could have a material impact on the Group's business and, therefore, on its economic, capital and financial situation.

Further to what already disclosed, for the purpose of determining the Projections, Dufry assumes *inter alia*:

- that from the financial year 2023 the magnitude of any travel restriction to be possibily imposed by the governments will not have a significant impact on the business of the New Group, even under the possible spread of new COVID-19 variants;

[5] Airports Council International (ACI) World quarterly assessment, 22 February 2023: https://aci.aero/2023/02/22/the-impact-of-covid-19-on-airportsand-the-path-to-recovery-industry-outlook-for-2023/.

– a substantial stability of the currency exchange rates;

– that the trend in inflation in the world economy, is in line with the projections of the international institutions such as OECD[6] and IMF[7];

– with reference to the Airport Channel, a substantial return to the traffic levels recorded for 2019 in the year 2023, (North America), 2024 (Europe) and 2025 (Asia).

Should the above assumptions not occur or occur to an extent different from what was planned, the New Group may not be able to achieve the results disclosed to the market, and, therefore, to reverse the income trend of the New Group from negative to positive.

As mentioned, the Projections were drafted considering Dufry and Autogrill as a single entity (the "**New Group**") and assume, *inter alia*, improvement and cost synergies which could be quantified in approximately CHF 85 million (Euro 85.9 million). The New Group will benefit form the synergies starting from 2025, since in the first two years following the completion of the Transaction (*i.e.* 2023 and 224) such sinergies are expected to be totally CHF 70 million, and will be absorbed by the integration and transactions costs equal to approximately CHF 200.0 million (Euro 202.1 million), to be borne by the Offeror for the same period 2023 and 2024 for CHF 180,0 million (Euro 182,1 million) being CHF 20.0 million (Euro 20.0 million) already incurred in 2022. Given that Autogrill's entry into the Dufry Group took place recently and that the outcome of the Offer is unknown, the Offeror is exposed to the risks associated with the execution of an extraordinary takeover transaction, such as the possibility that the Offer is not sufficiently taken up to allow Dufry to implement the Joint Procedure and therefore the presence of minority shareholders within Autogrill could make certain integration measures more time-consuming, more complex or costly to implement. Moreover, Autogrill is a large and complex company that will substantially increase the size and scale of the New Group's operations. In particular, Autogrill manages a portfolio of over 300 brands through approximately 3,300 points of sale in 30 countries, including products and services in the travel F&B sector that Dufry has not traditionally offered. As a result of the Combination and the increased size of the Group's operations, the exposition of the Offeror to risks that it has historically been subject to - such as increased integration, operational, employee management and regulatory risks; liability and reputational harm as a result of inadequate food safety controls and procedures; greater seasonality of turnover and product procurement cycles - may increase due to the size of the New

[6] Up to 10.0% inflation rate in 2022, which is expected to decrease to 6.6% in 2023 and 5.1% in 2024. For the period of 2025-2027, the forecast is not disclosed yet but the inflation rate is expected to return to a normalised level of 2.0-3.0%.

[7] Global inflation was 8.8% in 2022, which is expected to decrease to 6.6% in 2023 and 4.3% in 2024, then in 2025-27 back to the pre-COVID-19 level of about 3.5%.

Group. The occurrence of the above could lead to delays in the integration process and increase in the integration costs, estimated as of the Date of the Exemption Document at approximately CHF 100 million (Euro 101.1 million).

In this context it should be noted that the Combination will result in a change in the scope of consolidation of the Dufry Group. In view of this circumstance, it should be noted that the Financial Report 2022, incorporated by reference in the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129, will only be partially comparable with the future annual and interim financial reports of the Dufry Group, which, therefore, will present a discontinuity. It should also be noted that, at the income statement level, the figures as of 31 December 2023 will reflect the operations of the Autogrill Group only starting from the Closing Date (and therefore only partially), while at the balance sheet level, the consolidated annual financial report as of 31 December 2023 will fully reflect the effects of the Combination. Moreover, the Projections include certain Alternative Performance Measures, *i.e.* certain non-IFRS measures – such as CORE EBITDA margin – used by Dufry to provide an estimate of the expected operating performance and profitability of the New Group in the financial years 2023-2027. Investors should be aware that the way in which such Alternative Performance Measures have been prepared by Dufry implies limited comparability with historical financial information of Autogrill.

Accordingly, investors are cautioned to give due consideration to these circumstances in making their investment choices and to consider the risks associated with the limitations on the suitability of the Offeror's financial information included in the Exemption Document to provide guidance as to the future performance of the Dufry Group.

A.1.2. Risks related to existing indebtedness including financial covenants, and future funding

The occurrence of events covered by this risk, considered by Dufry of medium probability of occurrence, may have a significant negative impact on the Offeror's and the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

As of 31 December 2022, Dufry Group net financial indebtedness calculated in accordance with the "Guidelines on disclosure requirements under the Prospectus Regulation" – 04/03/2021 | ESMA32-382-1138 – was equal CHF 5,855.8 or Euro 5,917.3 million. At the same date, Autogrill Group net financial indebtedness calculated in accordance with the "Guidelines on disclosure requirements under the Prospectus Regulation" – 04/03/2021 | ESMA32-382-1138 – was equal CHF 1,690.3 or Euro 1,708.1 million, of which CHF 1,354.0 (Euro 1,368.3 million) non current.

Dufry Group's indebtedness in respect of banks and bondholders consists mainly of long-term bank loans and senior notes. As of 31 December 2022, the average remaining maturity of the outstanding loans was approximately 4.1, compared to approximately 3.4 as of 31 December 2021 and 3.9 as of 31 December 2020. The average interest rate of the main financial debt is approximately 3.1%. With reference to Autogrill, as of 31 December 2022 the average remaining maturity of the outstanding loans was approximately 6.

The sustainability of financial indebtedness and, therefore, the ability to meet financial liabilities (including by refinancing all or part of them) is closely linked to the New Group's ability to generate cash flows. As of the Date of the Exemption Document, the New Group is exposed to the risk of achieving cash flows and income margins that are not congruent and time-consistent (including in relation to scenarios for early repayment of debt) with respect to cash outflows and debt-related costs. Failure to meet the New Group's financial commitments could have significant adverse effects on the Offeror's and the New Group's economic, financial, and capital situation. Moreover, it should be noted that the New Group inability to achieve the operating cash flows necessary to meet the obligations related to its financial indebtedness may negatively affect the value of the investment in Dufry shares.

A portion of gross financial indebtedness of the New Group arises from agreements – including the Bridge Facilities Agreement – with clauses involving limits on the use of financial resources and various covenants such as:

- financial covenants and, in particular:
    1) Leverage Covenant: a maximum ratio of Net Debt to CORE EBITDA of 5:1 for the test periods ending September 30, 2023 and December 31, 2023 and a maximum ratio of 4.5:1 for the test periods ending March 31, 2024 and thereafter,
    2) Interest Cover: a minimum ratio of CORE EBITDA to total interest expense (excluding lease interest) of 3:1 for the test periods ending September 30, 2023 and thereafter, and
    3) Minimum liquidity available of at least CHF 300 million (Euro 303.2 million) on a monthly basis until and including 30 June 2023.
- cross-default clauses, under which a default occurs in the event that, as the case may be, the Offeror and/or other Group company defaults on obligations under other loan agreements;

- clauses having to do with restrictions on the change of control of the Offeror, which give the lenders or bondholders the right to demand prepayment of the amounts disbursed;
- clauses regarding certain restrictions as well as do-or-don't obligations on the Group in connection with acts of disposal of assets by Group companies in the absence of the lenders' prior consent; and
- negative pledge and event of default clauses, relating to generic or specific, positive or negative commitments, including, for example, compliance with the law, disclosure of corporate information and generic and specific material events , and restrictions on the execution of extraordinary transactions;
- financial covenants, as already disclosed.

With reference to the financial covenants, the application of the above mentioned Leverage Covenant and Interest Cover covenant are still currently suspended at Date of this Exemption Document, since Dufry has agreed with the relevant financing banks a postponement of the date on which such covenants shall be tested (so called "covenant holiday"). As of 31 December 2022 the Dufry Group's gross financial indebtedness - also taking into account the Autogrill Group's financial debt - was equal to CHF 8,927.2 million (Euro 9,021.0 million), of which CHF 155.7 million (Euro 154.1 million) guaranteed. As of 31 December 2022 the outstanding amount of the financing agreements providing for *covenants* to be measured amounted to CHF 5,112.2 million (5,166.0 million), consisting of CHF 2,993.0 million Senior Notes (Euro 3,024.5 million) and an RCF credit line of CHF 2,063.3 million (Euro 2,085 million) and a Covid-loan in UK of CHF 55.9 million (Euro 56.5 million). It should be noted that the Senior Notes and RCF credit line also provide restrictions on the use of capital resources of the Dufry Group.

The leverage (Net Debt/CORE EBITDA) and the interest cover (CORE EBITDA/total interest expense excluding lease interest) covenant ratio of the Dufry Group was equal to 4.84 and 4.92 for the financial year ended on 31 December 2022 and to 8.0 and 2.6 for the financial year ended on 31 December 2021 ([8]). For 2021, it must be noted that, in the first and the second quarters of 2021, Dufry Group - with regard to CHF 3,402.5 million of indebtedness - achieved an extension of the covenant holiday until June 2023, which is why covenants in 2021 were not officially tested and were suspended. The formal breach had no consequences on the financial position of the Company because of the aforementioned covenant holiday.

[8] Please consider that the concept of CORE EBITDA was only introduced in 2022 and the covenants were amended accordingly. Before 2022, the covenant metric referred to the "adjusted operating cash flow", which was discontinued.

None of the limitations imposed by the existing financial agreements of the New Group will be breached following the Transaction. Furthermore, as regards the Combination, it should be noted that, assuming that all but one Autogrill shareholder will choose the Cash Alternative Consideration of the Offer, the pro forma net financial indebtedness of the New Group as of 31 December 2022 is equal to CHF 8,822 million (Euro 8,915 million). In the context of the Combination, the Cash Alternative Consideration of the Mandatory Exchange Offer will be financed through the use of Dufry's available liquidity (*i.e.* own funds and/or other liquidity deriving from the Revolving Credit Facility Agreement expiring in December 2027 with available credit lines for Euro 1,671.2 million at the Date of the Exemption Document) and/or through the Bridge Facilities Agreement, according to which the lenders made available to the Company a maximum amount (in aggregate) equal to Euro 1,215 million for the purpose of financing *inter alia* the payment of the Cash Alternative Consideration. As of the Date of the Exemption Document, the Company has not taken any formal decision yet on the method of financing of the Cash Alternative Consideration and the Transaction costs. Such decision will be taken also considering the trends in the level of acceptance of the Offer and/or in the number of Autogrill shareholders electing the Cash Alternative Consideration in lieu of the Share Consideration.

Should the Cash Alternative Consideration be financed through the Bridge Facilities Agreement, the Offeror expects to reimburse such facility through the proceeds of the issue of equity and/or debt instruments (even convertible) and/or through available liquidity, including through a partial drawdown of the Revolving Credit Facility. In this regard, it should be noted that the Dufry AGM 2023 to be held on 8 May 2023 is called, *inter alia*, to resolve on the proposal to (i) replace the existing Authorized Capital pursuant to Article 3 ter of Dufry's Articles of Incorporation with a capital range (which if approved will have, in all material aspects, the same terms and conditions as such authorized share capital) which can be used by the Offeror, among other, to serve the Offer Capital Increase and to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of issuance of new Dufry shares; and (ii) create additional conditional share capital in order to have the option to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of the issue of convertible debt instruments. Moreover the Dufry Group's Cash and Cash equivalent as of the Date of the Exemption Document is equal to CHF 1,081.9 million, out of which CHF 781.9 million are free of limitations (as CHF 300 million are the minimum cash to be held for covenants).

As of Date of the Exemption Document, the Offeror has not taken any formal decision yet on how to reimburse the bridge facility in the event it were to be used to finance the Cash Alternative Consideration.

In this regard, it should be noted that there are additional negative covenants due to COVID-19 subsidies/COVID-19 loans in Switzerland, Italy, Spain, UK, U.S., Greece and Morocco (the "**Covid-Loans**"). The terms and conditions of the Covid-Loans include negative covenants or limitations to the usage of the proceeds from the Covid-Loans and, in particular, the borrower, as defined in the Covid-Loans, should not;

- prioritize any third party claims over the lender's claims out or in connection with the Covid-Loans (*pari passu*);
- grant loans or any other type of financing (incl. current accounts) or repay group loans, except for parent companies.

Should market conditions or the New Group's operating results deteriorate in the future, the New Group may be forced to request waivers with respect to commitments and restrictions under the loan agreements and/or the bonds, with no guarantee that the New Group will actually be able to obtain them, resulting in significant adverse effects on the business, prospects as well as the economic, capital and financial situation of the Offeror and the New Group.

Furthermore, the New Group may incur in the future in significant indebtedness or may issue additional securities in connection with its general operations, corporate initiatives or acquisitions, which may impact the manner in which the New Group conducts its business and may jeopardize the ability of the New Group to achieve the results in the Projections and, in particular, its aim to reduce its financial leverage. In particular, the New Group may require additional capital in the future to:

- fund its operations;
- respond to potential strategic opportunities, such as investments, acquisitions and expansions; and
- service or refinance its indebtedness.

Additional financing may not be available on terms favourable to the New Group or at all due to several factors, including the covenants related to the New Group existing indebtedness and the New Group's prospects and credit rating. The terms of available financing may also restrict the New Group's financial and operating flexibility. If adequate funds are not available on acceptable terms, the New Group may be forced to reduce its operations or delay, limit or abandon growth opportunities. Moreover, even if the New Group is able to continue its operations, the failure to obtain additional financing could adversely affect its ability to compete. The need to obtain additional financing could also negatively affect the Offeror credit rating, which could be downgraded. Should a downgrade of the Offeror rating happens, the raising capital may become more difficult for the Offeror, borrowing costs under credit facilities may increase and the market price of outstanding debt securities may decrease.

Furthermore, the New Group's ability to borrow from banks or raise funds in the capital markets to meet its financial requirements is dependent on favourable market conditions. Financial crises in particular geographic regions, industries or economic sectors have led in the recent past, and could lead in the future, to sharp declines in currencies, stock markets and other asset prices, in turn threatening affected financial systems and economies. Such economic weakness and uncertainty may also adversely impact the New Group's ability to access sources of financing. If sufficient sources of financing are not available in the future for these or other reasons, the New Group may be unable to meet its financial requirements, which could materially and adversely affect the Offeror's business, results of operations and financial condition.

A.1.3. Risks related to the obtaining and maintaining concessions

The occurrence of events covered by this risk, considered by Dufry of low probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

The activity carried out by Dufry and Autogrill is regulated by concessions granted by airport, highways and railway stations authorities, operators or landlords regarding the sale of goods and service in the travel retail and food & beverages sectors. The concessions granted to Dufry Group which will expire in 2023 and 2024 generated sales respectively equal to CHF 1,618.2 million (Euro 1,610.3 million) (24.6% of the sales generated for the same period) and CHF 479.0 million (Euro 476.7 million) (7.3% of the sales generated for the same period). The concessions granted to the Autogrill Group which will expire in 2023 and 2024 represent approximately 25% of the revenues generated by the Autogrill Group as of 31 December 2022.

The New Group's current and future profitability is mainly dependent upon its ability of the New Group to obtain or maintain the concessions and sub-concessions granted by airport, motorways and railway stations authorities, operators or landlords. The New Group principal strategy is to continue to grow by enhancing and expanding its existing facilities and by seeking new concessions through tenders or private negotiations or through acquisition opportunities. In this regard, future growth will depend upon a number of factors, some of which may not be within the Offeror's control, such as the timing of any concession or acquisition opportunity, the ability to identify any such opportunities, structure a competitive proposal, obtain required financing or consummate an offer. As a result, the New Group cannot assure that this strategy will be successful.

Moreover, the New Group competes with other travel retailers and services providers at global, regional and local levels in obtaining and maintaining concessions at its facilities. Some of the New Group competitors have strong financial support or solid relationships with concessions grantors which benefit those competitors in competing for concessions.

In average, every year Dufry renews existing contracts that generate between 10% and 15% of the Group sales; the failure to renew a concession necessarily means that the New Group will not be able to enter or continue operating in the market represented by such concession. If the New Group were to fail to renew major concessions or fail to obtain further concessions, its business, financial condition and results of operations could be materially adversely affected.

As of 31 December 2022, the Dufry Group's concessions have an average maturity of 5.8 years. The maturity profile of the Dufry Group's concessions as of 31 December 2022 is as follows:

- maturity of one to two years: 32% of annualized revenues (*i.e.* annualized revenues for all concessions that have contributed to the Group's net revenues for a period of less than a full year): this category also includes so-called "rolling" (periodically renewed) contracts and contracts that have expired and are in the process of being closed;
- maturity between three and five years: 25% of annualized revenues;
- maturity between six to nine years: 24% of annualized revenues
- maturity beyond nine years: 19% of annualized revenues.

The Dufry Group concession portfolio is not dependent on any individual contract; the largest concession contract represented 6% of the Dufry Group's sales in 2022, and its top 10 contracts represented 28% of the Group's total sales in the same period.

Dufry received during 2022 MAG (Minimum Annual Guaranteed or "**MAG**") reliefs of CHF 80.2 million (Euro 79.2 million), related to the period affected by the pandemic (CHF 847.1 million (Euro 783.6 million) in 2021 and 380.3 million (Euro 353.3 million) in 2020). Autogrill, on its turn, received during 2022, 2021 and 2020 MAG reliefs of Euro 29,3 million, Euro 174,1 million and Euro 182,6 million, respectively.

With regard to Autogrill, as of 31 December 2022, Autogrill obtained new contracts and contract renewals worth a total of Euro 3.4 billion with an average duration of around 6 years. The amount of fees paid for Leases, rentals and concessions is Euro 365.3 million for the financial year ended 31 December 2022 (compared to Euro 90.5 million in the financial year ended 31 December 2021).

Even if the New Group succeeds in winning new concessions or sub-concessions, the signing of the relevant contracts - and thus the start of the Offeror's activities in the relevant granted areas - could be delayed or even prevented by challenges or appeals, including specious or reckless ones, against the award decision or other act of the bidding process by other bidders, with consequent significant adverse effects on the Offeror's business and prospects, as well as economic, capital, and financial situation. Moreover the contractual agreement underlying the concession grant to the grantor the right to terminate early the agreement should the concessionaire fail to comply with its contractual obligations. Although the above has never occurred, it cannot be ruled out that if the New Group fail to meet its contractual obligations, the grantor could exercise its right to early termination of the relevant agreement, thus preventing the New Group to operate in a certain area. This, in addition to creating significant damage to the profitability of the New Group, could damage the image of the New Group, which may find it difficult to obtain new concessions.

Under certain exceptional circumstances (such as war, civil strife, rioting or a pandemic similar to the COVID-19 pandemic) the operation of the concessions awarded may be temporarily suspended, preventing the New Group from operating in certain areas for a limited period. The occurrence of the above could jeopardize the group's operations with adverse effects on the Offeror's business and prospects, as well as economic, capital, and financial situation.

The New Group is also exposed to the risk of being unable to participate in tenders due to the lack of certain requirements in individual calls for tenders (such as the financial soundness requirements from time to time specifically indicated in individual calls for tenders) and, consequently, not having the possibility, for the same reasons, of being awarded new concessions or sub-concessions. In addition, concession contracts typically require the New Group to make investments in the plant, fixtures, furnishings and equipment of each outlet and in the outfitting of the outlets, which is carried out by licensed contractors under the management and supervision of the New Group.

In the light of the above it cannot be ruled out that the New Group will not meet the requirements in the future. The occurrence of such circumstances could adversely affect the New Group's business and prospects, as well as its economic, capital, and financial situation.

A.1.4. Risks related to alternative performance measures (APMs)

The occurrence of events covered by this risk, considered by Dufry of high probability of occurrence, may have a significant negative impact on the Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

With the half-year results 2022, Dufry introduced a new reporting format for its alternative performance measures (APMs), which includes the so called "CORE" figures. Dufry believes that disclosing adjusted results of the Group's performance enhances the financial markets' understanding of the Company because the adjusted results enable a better comparison across years. These CORE figures exclude acquisition-related amortizations and expenses. In addition, the CORE figures exclude the accounting impact resulting from the IFRS 16 lease accounting standard. This is achieved by reversing IFRS 16 related profit or loss line items (i.e. the depreciation of right-of-use assets and lease interest) and adding the relevant concession fee owed based on the corresponding concession agreement. The Company considers all of its concession fees and corresponding payments as CORE to its business, in contrast to IFRS 16, which treats fixed payments as a financing activity. In addition, the Company believes that the straight line depreciation of right-of-use assets does not reflect the economic reality of Dufry's business and the operational performance of the Dufry Group. Dufry uses these adjusted results in addition to IFRS as important factors in internally assessing the Group's performance.

APMs represent tools that facilitate the Company in identifying operational trends and making decisions about investments, resource allocation, and other operational decisions. With reference to the interpretation of these APMs, such as but not limited to EBITDA and CORE EBITDA, please note the following:

(i) these indicators are based solely on historical data of the Group and are not indicative of the future performance of the Group itself;

(ii) the APMs are not required by IFRS and, although they are derived from the Group's consolidated financial statements, they are not audited;

(iii) the APMs should not be considered as substitutes for the indicators provided for in the relevant accounting standards (IFRS);

(iv) the reading of said APMs should be done in conjunction with the financial information of the Dufry Group taken from the consolidated financial statements of the Dufry Group;

(v) the definitions of the indicators used by the Dufry Group, insofar as they are not derived from the relevant accounting standards, may not be homogeneous with those adopted by the Autogrill Group before the Combination was completed, and therefore not comparable with them; and

(vi) the APMs used by the Dufry Group are prepared with continuity and homogeneity of definition and representation for all periods for which financial information is included in this Exemption Document.

An inaccurate interpretation of the APMs could result in an inaccurate interpretation of the Dufry Group's financial and asset position and mislead the investor.

A.1.5. Risks related to rating agencies downgrade

The occurrence of events covered by this risk, considered by Dufry of low probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

In March 2020, S&P Global downgraded each of the Offeror rating and the Offeror's senior unsecured debt rating from BB to BB-and placed such ratings on credit watch with negative implications. In October 2020, S&P Global further downgraded the Offeror rating and the Offeror's senior unsecured debt rating from BB- to B+, and kept such ratings on credit watch with negative implications. In March 2021, S&P Global removed the credit watch negative and affirmed negative outlook. In March 2022 S&P Global further revised the Offeror outlook to stable from negative.

In June 2020, Moody's downgraded each of the long-term Offeror rating and the Offeror's senior unsecured debt rating from Ba3 to B1 with a negative outlook, which was subsequently revised to stable in April 2021.

At the Date of the Exemption Document Moody's rates Dufry as B1 and S&P as B+ with CreditWatch positive.

More in detail, on 13 April 2021, Moody's affirmed Dufry's B1 Corporate Family Rating (CFR) and its B1-PD Probability of Default Rating (PDR). Concurrently, Moody's affirmed the B1 backed senior unsecured ratings of Dufry One B.V. existing senior unsecured notes due in October 2024 and February 2027, and assigned B1 ratings to the proposed new backed senior unsecured notes expected to total an equivalent of approximately CHF 919 million, with maturities in 2026 and 2028. The outlook was changed to stable from negative.

As regards S&P, on 20 July 2022, this agency confirmed the B+ rating and revised the outlook from stable to credit watch positive. On 28 March 2023, S&P raised its long-term issuer credit and issue ratings on Dufry and its senior unsecured debt to "BB-" from "B+" and placed them on CreditWatch positive.

It cannot be guaranteed that Dufry's credit ratings will be maintained, since this depends on a third party evaluation and, in the context of the Combination, could be negatively affected by the Offeror's inability to realize the expected objectives, including synergies, in the context of the Transaction.

In the future, rating agencies could assign to the New Group or to debt securities issued by the New Group a lower rating than Dufry's current rating. It should be noted that in their last respective rating actions concerning Dufry, (i) Moody's underlined that the credit rating of the latter may be downgraded in the event the recovery towards pre pandemic airport passenger volumes will take longer than in its current base case; and (ii) S&P noted, among other things, that the lower operating profitability of Autogrill's business compared to that of Dufry, on a combined basis is likely to compound the short-term pressure on operating margins Dufry might continue to face from rising energy and personnel costs and the phasing-out of concession fee payment relief granted during the pandemic.

If any of the New Group's outstanding debt that is rated is further downgraded, raising capital will become more difficult for the Offeror, borrowing costs under credit facilities may increase and the market price of outstanding debt securities may decrease. In such a case, the New Group could be constrained in the pursuit of certain acquisitions or capital expenditures and the increased costs of financing projects may no longer meet their investment criteria. This could have a negative impact on the New Group's growth potential, operating results and financial position.

A.1.6. Risks related to impairment of non-current assets

The occurrence of events covered by this risk, considered by Dufry of medium probability of occurrence, may have a significant negative impact on the Offeror's and the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

In accordance with International Accounting Standards, an impairment loss is recognized when the carrying amount of an asset or cash generating unit exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal or its value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (cash generating units).

Dufry and Autogrill depreciate fixed assets using the straight-line method over the useful life of the asset or the life of the concession to which the assets relate. Intangible assets with a finite lifespan are amortized over their economic useful life and are tested whenever there is an indication that the book value of the intangible asset may not be recoverable. Intangible assets with an indefinite lifespan are tested for impairment annually, whether individually or at the cash generation unit level.

The New Group is therefore exposed to the risk of impairment of non-current assets. With reference to Dufry Group, the carrying value of non-current assets as of 31 December 2022 was CHF 6,974.7 million (Euro 7,048.0 million) of which CHF 2,272.2 million (Euro 2,296.1 million) as goodwill; CHF 8,012.6 million (Euro 7,724.5 million) of which CHF 2,360.0 million (Euro 2,275.1 million) as goodwill as of 31 December 2021; and CHF 9,868.0 million (Euro 9,125.2 million), of which CHF 2,369.3 million (Euro 2,191.0 million) as goodwill as of 31 December 2020). As of 31 December 2022, non-current assets as a percentage of the Dufry Group's total consolidated assets amounted to 74.9% (compared to 80.2% as of 31 December 2021 and 87.7% as of 31 December 2020). The percentage of the Dufry Group's fixed assets as a percentage of the Dufry Group's consolidated equity as of 31 December 2022 was 692.9%

With reference to Autogrill, the carrying value of non-current assets as of 31 December 2022 was Euro 3,275.2 million, Euro 844.2 million of which was goodwill (Euro 3,373.9 million as of 31 December 2021, Euro 816.9 million of which was goodwill). Non-current assets of 31 December 2022 represented 79.1% of our total consolidated assets (compared to 81.9% as of 31 December 2021). As of 31 December 2022, the ratio of non-current assets (Euro 3,275.2 million) to equity attributable to owners of the parent (amounting to Euro 910.8 million) was 3.6.

Dufry and Autogrill annually test goodwill and intangible assets with indefinite useful lives and assesses other non-financial assets for impairment indications. Where required, the Company performs impairment tests which are based on the discounted value models of future cash flows. During 2022, Dufry reversed impairments in right-of-use assets of CHF 48.7 million (Euro 48.5 million) due to changes in the future concession fee pattern.

The Group's statement of financial position includes concession right intangibles in the amount of CHF 1,170.4 million (Euro 1,182.7 million) (CHF 1,421.6 million for 2021 (Euro 1,370.5 million)) and right-of-use assets with definite useful lives in the amount of CHF 2,567.8 million (Euro 2,594.8 million) (CHF 3,120.8 million for 2021 (Euro 3,008.6 million)). As of 31 December 2022, Management recorded an impairment charge of CHF 47.9 million (Euro 47.7 million) for concession right intangibles and right-of-use assets and a reversal of impairment of CHF 66.0 (Euro 65.7 million) from concession right intangibles and right-of-use assets (2021: CHF 365.6 million (Euro 338.2 million) and CHF 172.7 million (Euro 159.7 million), respectively). In compliance with the requirements of IAS 36, (i) the carrying value of goodwill and (ii) the carrying value of Property, plant and equipment, Right-of-use

Assets and Intangible assets underwent an impairment test, the outcome of which confirmed the full recoverability of the goodwill attributed to each of our CGUs, and an impairment loss of CHF 49.3 million (Euro 49.1 million) was recorded with reference to:

(i) CHF 1.4 million (Euro 1.4 million) impairment loss in Property, plant and equipment and a reversal of impairment of CHF 0.2 million (Euro 0.2 million);

(ii) CHF 15.0 million (Euro 14.9 million) impairment loss in Right-of-use Assets and a reversal of impairment of 48.7 million (Euro 48.5 million);

(iii) CHF 32.9 million (Euro 32.7 million) impairments loss on Intangible assets and goodwill, which included an impairment loss of CHF 21.6 million (Euro 21.5 million) of goodwill for division The Americas. Reversal of impairment was CHF 17.3 million (Euro 17.2 million).

With reference to the key assumption for all impairments tests and calculations of value-in-use, Dufry based its assumptions on information available at the time of the preparation of the financial statements and assumes that sales will continue to grow in 2023 in line with the international air traffic growth. Dufry's sales growth assumes that most locations will reach 2019 sales levels by 2023 or 2024. For the periods after 5 years, Dufry has used growth rates between 2.0% – 3.3% (in 2021, 2.5% – 2.7%) to extrapolate the cash flow projections. In its projections, Dufry assumes that the climate change & environmental risk has no material impact on future sales levels and the overall recovery of the business. The expected margins have been estimated based on actual product assortments. These margins are maintained constant over the planning period, except where specific actions are planned to increase these margins or the competitiveness. The development of Dufry's purchase prices are estimated based on negotiations held with suppliers. The cash flows are discounted using a weighted average cost of capital ("WACC") rate composed among other factors of: a) risk free interest rates derived from actual governmental bonds rates from to 1.50% up to 3.89% (in 2021, from 0.00% up to 1.62%); b) a credit spread range of 2.00% – 4.70% (in 2021, of 2.64%); c) a re-levered beta of 1.07 (in 2021, of 1.30); and d) an equity-risk premium used in 2022 is 6.25% (in 2021, of 6.00%). Certain WACC components, like country premium or default country risk, have been weighted for each segment. Negative risk free rates have been capped at 0%.

At Closing, the estimated recoverable amount of goodwill of each Dufry Group's segments exceeded their carrying amounts. However, if the key assumptions used in the impairment tests would deteriorate to a possible reasonable value, this change would, in isolation, lead to an additional impairment loss for the year. In particular, the impairments tests carried out as of 31 December 2022 assume a 2% higher Discount Rate, a Sales Drop of 3% and a Margin Drop of 1%. Dufry identified that if the margin would drop by 1% in Asia Pacific, then Dufry Group would incur an impairment charge of CHF 34.1 million (Euro 33.9 million). All other impairment tests have not resulted into any impairment charge.

With reference to Autogrill, the cash-generating units ("Cash Generating Units" or "CGUs") were identified on the basis of the business segments, following a geographical/operational logic, consistently with the governance responsibilities of the Chief Executive Officers of those segments and the minimum level at which goodwill is monitored for internal management purposes.

In consideration of the significant amount of goodwill recognized, the recoverability of the goodwill allocated to each CGU was tested by estimating its value in use, defined as the present value of estimated future cash flows discounted at a rate differentiated by geographical area reflecting the specific risks of the individual CGUs at the measurement date. The WACC was set using the Capital Assets Pricing Model, based on indicators and variables observable in the market. The estimated future cash flows of each CGU for the five-year period 2023-2027, used to determine recoverable amount, have been calculated by each country's executive team, validated by the country and the relevant CGU's management, approved by Group Senior Management (CEO and CFO), and reviewed by the Board of Directors. They have been estimated on the basis of the projections for the financial year 2023 and financial projections for 2024-2027 (explicit forecast period) and developed by the CGUs' management on the basis of expected traffic curves in the channels served by the Group, which were modelled in consideration of the specific features of those channels and the data provided by airport authorities and other external sources. Cash flows beyond the range of financial projections have been estimated by normalizing the information from those projections, using the discount rate described above, and applying nominal growth rates ("g rates") which do not exceed the long-term growth estimates of each CGU's country of operation (consistently with medium- to long-term inflation forecasts by the International Monetary Fund), and by using the perpetuity method to calculate terminal value. For all CGUs, growth investments are correlated with the expiration of contracts, while maintenance investments are assumed to be consistent with historical trends. The financial projections, in line with IAS 36 and consistently with previous tests, do not include either the effects of potential new contract acquisitions that have not yet been assigned or the possible efficiencies and synergies coming from the Integration of Autogrill S.p.A. in Dufry.

On the basis of these assumptions, despite the significant increase in the discount rates (caused by the macroeconomic and geopolitical landscape, and by general uncertainty as to future prospects), the amount of goodwill attributed to each CGU was found to be fully recoverable.

Sensitivity analyses were then conducted, taking into account the changes in the discount rate and "g" rate; and "break-even" WACC and EBITDA were identified to find the levels beyond which goodwill would be subject to impairment. In particular, in order to eliminate the difference between the CGU's value in use and carrying amount, the Group would have to suffer EBITDA reduction of around Euro 137 million per year for the next five years, which is not a likelihood based on the five-year projections. These sensitivity analyses, therefore, also confirmed the full recoverability of goodwill.

The impairment test on property, plant and equipment, intangible assets and right-of-use assets, carried out at the point of sale level, showed an impairment loss of Euro 39.3 million (of which Euro 4.7 million related to goodwill recognized on the acquisition of a concession in Sweden, due to the exit from the relative business), leading to a corresponding impairment of the relevant financial statement items for the year ended on December 31, 2022.

The calculation of value-in-use for both Dufry and Autogrill non-current assets is most sensitive to the following assumptions: sales growth, gross margins and discount rates. Recovery of sales and the respective growth rates depend among different factors, on the further development of the COVID-19 pandemic and the release of quarantine/ traffic restrictions. Dufry and Autogrill assume that the climate change and environmental risk have no material short-term impact on future sales levels and the overall recovery of the business of the Dufry Group and Autogrill Group.

The uncertainty of the global macroeconomic framework, also due to the inflation increase, energy costs increase, recovery from COVID-19 pandemic, could have material adverse effects on the estimate of cash flows assessed based on the assumptions considered for the purposes of the impairment test and, in the future, could consequently lead to the need to make write-downs of non-current assets, the prerequisites for which do not exist as of December 31, 2022. Without prejudice to the foregoing, having to write-down intangible assets could have adverse effects on the business and prospects, as well as on our economic and financial situation. If Dufry and Autogrill were to make any impairment to the non-current assets, such impairments can generate losses which could have a material adverse effect on our business, results of operations or financial condition.

A.1.7. Risks related to forecasts fluctuations in currency exchange rates

The occurrence of events covered by this risk, considered by Dufry of medium probability of occurrence, may have a negative impact on the Offeror's and the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

The Offeror's reporting currency is the Swiss Franc. A substantial majority of the Group's turnover (equal to 96% of the Dufry Group's total turnover as of 31 December 2022) is generated in foreign currencies by subsidiaries outside of Switzerland whose results of operations, assets and liabilities must be translated and/or revalued into CHF resulting in the recognition of foreign exchange translation gains or losses in equity as part of the preparation of the Group's consolidated financial statements, a risk that the Offeror generally does not hedge.

Therefore, the New Group's principal translation currency exposures are to the Euro and the U.S. dollar. Changes in the relevant exchange rates between the Swiss Franc and the other currencies to which the New Group is exposed, which have been volatile recently, have affected and will continue to affect the value of the New Group's assets and liabilities denominated in currencies other than the Swiss Franc, costs and turnover, each of which could have an adverse effect on the Group's results of operations.

Given the above, increases and decreases in the value of the Swiss Franc against foreign currencies affect the New Group's consolidated financial statements and could, likewise, significantly affect the comparability of results for individual financial years.

In the year ended 31 December 2022 (i) the average CHF/USD exchange rate was 0.9516 compared to the average 2021 CHF/USD exchange rate of 0.9114, while (ii) the average CHF/Euro exchange rate was 1.0121 compared to the average 2021 CHF/Euro exchange rate of 1.0902.

For the year ended 31 December 2022, for each 0.01 change in the CHF/USD exchange rate, net sales would experience a change of approximately +/- CHF 28.6 million and for each 0.01 change in the CHF/Euro exchange rate, net sales would experience a change of approximately +/- CHF 17.7 million. As per 31 December 2022, for each 0.01 change in the CHF/USD exchange rate, EBITDA would experience a change of approximately +/- CHF 15.6 million, and for each 0.01 change in the CHF/Euro exchange rate, EBITDA would experience a change of approximately +/- CHF 12.7 million.

Furthermore, the New Group is exposed to the exchange rate risk inherent to its operations. Although the New Group operates in 80 countries as of 31 December 2022, sales of products are mostly transacted in Euro or U.S. dollars. When the New Group receives local currencies from its customers, these currencies are converted at the exchange rate of the day. Sometimes the New Group's sales prices are denominated in local currencies, whereas the products are acquired in U.S. dollars or Euro. At those locations, currency exchange fluctuations in relation to the U.S. dollars or Euro may positively or adversely affect the New Group's business, financial condition and results of operations.

Indeed, when the functional currency of stores appreciates in value, products become more expensive for the travellers whose home currency has less relative purchasing power. In addition, the increased purchasing power of the functional currency of stores could also cause domestic travellers to purchase products abroad.

In addition, the cost of sales and concession payments are also largely denominated in, or related to, Euro or U.S. dollars. Concession fees are largely linked to sales and, to that extent, not exposed to transaction risk. There are, however, certain cost elements, such as salaries and other expenses, which are usually paid in local currencies. While the Offeror largely benefits from natural hedging, it uses foreign currency forward contracts to mitigate the risk related to material foreign currency exposures. Further, the Offeror matches certain assets and liabilities taking into consideration short-term cash flows in the respective currencies of its operations.

In the light of the above, changes in the relevant exchange rates to which the New Group is exposed could adversely affect the Offeror's and the New Group's business and prospects, as well as the related economic, capital, and financial situation.

A.1.8. Risks related to fluctuations in interest rates

The occurrence of events covered by this risk, considered by Dufry of high probability of occurrence, may have a negative impact on the Offeror's and the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

The Group's debt exposure includes loan agreements with interest rates based on a variable benchmark rate, plus a spread. Fluctuations in the relevant reference rate can therefore lead to an increase in borrowing costs. In addition, the Group may use financial hedging instruments to deal with the risk associated with changes in the value of its fixed-rate loans due to fluctuations in interest rates.

In this regard, it should be noted that as of 31 December 2022, the incidence of the amount of variable-rate gross financial indebtedness on the total amount was 13.0% (13.4% and 46% as of 31 December 2021 and 31 December 2020, respectively). With regard to Autogrill, the incidence of variable-rate gross financial indebtedness was 0% (0% and 83% as of 31 December 2021 and 31 December 2020, respectively).

After Combination with Autogrill, the fix-floating mix in the pro-forma balance sheet is expected to remain at the same level as per 31 December 2022 as Autogrill has no variable-rate indebtedness and the fixed amount is relatively small.

With reference to the exposure to interest rate variability, it should be noted that in relation to the situation as of 31 December 2022 of the Dufry Group, a parallel shift in the term structure of interest rates of +100 basis points (+1.0%) would produce an increase in net financial expenses of CHF 35.3 million. In relation to the situation as of 31 December 2021 of the Dufry Group, a parallel shift in the term structure of interest rates of +100 basis points (+1.0%) would produce an increase in net financial expenses of CHF 38.0 million.

There can be no assurance that the hedging transactions put in place by the Group are suitable to fully sterilize the risk associated with interest rate fluctuations or that no losses will result from such transactions. In addition, the policies and procedures put in place by the Group for risk management may prove to be inadequate to deal with all types of risk.

Should there be an increase in interest rates in the future, such an increase would lead to an increase in borrowing costs, both in relation to existing financial debt and in relation to new debt that might be incurred for the purpose of refinancing maturing debt, with possible adverse effects on the Offeror's and the New Group's business and prospects, as well as economic, capital, and financial situation.

A.2. Risks related to the New Group's business activities and industry

A.2.1. Risks related to the relationships with local partners

The occurrence of events covered by this risk, considered by Dufry of medium probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

The Dufry Group's global retail operations are carried on through approximately 75 operating companies in 69 countries as of 31 December 2022. The Group has a significant number of concessions that have local partners, mainly in China, the Middle East, Brazil, Africa, Eastern Europe and the U.S.

The Dufry Group's local partners maintain ownership interests in the relevant operating subsidiary, some of which operate major concessions. The Group's participation in each of these operating subsidiaries differs from market to market and its ability to withdraw funds, including dividends, from its participation in, and to exercise management control over, such subsidiaries may depend upon the consent of local partners.

In this regard please consider that (i) 40% of one of the Dufry Group's major operating subsidiaries in Europe, Dufrital, belongs to the Milan airport operator, the Società Esercizi Aeroportuali S.p.A. (SEA); (ii) 50% of the Dufry Group's operating subsidiary

Dufry Sharjah FZC, the operator of the duty-free shops at Sharjah Airport in the United Arab Emirates, belongs to the Sharjah Airport Authority; and (iii) airport authorities in the United States frequently require the Dufry Group to partner with a Disadvantaged Business Enterprise (a for-profit small business concern that is at least 51% owned by one or more individuals who are both socially and economically disadvantaged) with whom the Group typically operates a concession through a joint-venture.

In addition to the above, the Autogrill Group has numerous joint ventures in place. Revenues for the 2022 financial year generated by companies managed with other partners, controlled and consolidated despite the fact that in some cases the interest may be equal to or less than 50% of the share capital by virtue of a contract granting the Autogrill Group the management of the business, amount to Euro 1,355.8 million. Revenues for the 2022 financial year generated by companies managed with other partners and valued using the equity method amounted to Euro 25.1 million per il Gruppo Autogrill.

The net earnings from these operating subsidiaries attributed to the Group is proportional to the stake held in the relevant share capital; moreover, also in view of the fact that the Dufry Group does not always hold a majority stake in the aforementioned subsidiaries, at the Date of the Exemption Document the New Group is exposed to the risk that disagreements with local partners may affect the business of the controlled entity, with consequences on the financial condition and results of operations of the New Group.

A.2.2. Risks related to changes in working conditions and increases in labour costs

The occurrence of events covered by this risk, considered by Dufry of medium probability of occurrence, may have a negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

The workforce is a significant productive factor for the New Group's business, which is characterized by a strong consumer service component. In fact, as of 31 December 2022, 98% of the Dufry Group's employees are employed at the Group's outlets around the world. In addition, the need to maintain high levels of service, consistent with customer and concessions grantors expectations, as well as the complexity of regulations in the many countries in which the Group operates, result in constraints on flexibility in labour resource management.

As of the Date of the Exemption Document, Dufry Group employed 26.114 employees while the New Group employed approximately 72,000 employees worldwide and operated in more than 75 countries with approx. 5,500 point of sales.

For the financial year ended 31 December 2022, the Dufry Group reported a total personnel expenses of CHF (997.9) million or Euro (1,008.4 million) (compared to CHF (635.4) million or Euro (612.6 million) for the financial year ended 31 December 2021 and CHF (716.0) or Euro (662.1 million) million for the financial year ended 31 December 2020), accounting for 16.2% of the Group's consolidated revenues.

As regards Autogrill, as of 31 December 2022, its group reported a total personnel cost of Euro 1,370.9 million (compared to Euro 820.1 million as of 31 December 2021 and Euro 773.2 million as of 31 December 2020), equal to 30.7% of consolidated revenues.

The New Group's activities may be significantly affected by work stoppages or other demonstrations of conflict that may lead to disruptions in production and by changes in applicable labour law.

Although during the years ended 31 December 2022, 2021 and 2020 and up to the Date of the Exemption Document, the Group has not experienced any significant strikes or other forms of conflict, it cannot be ruled out that in the future there may be business disruptions caused by labour unrest, which may have an adverse effect on the business, prospects, as well as the economic, financial, and capital situation of the Offeror and the New Group.

Moreover, labour laws and the trade union framework in some of the countries in which the New Group operates provide significant protections for workers' rights, such as, for example, the application of the guaranteed minimum hourly wage. If the labour costs were to rise steeply, it is very likely that the New Group's costs would increase. In fact, not only are significant increases in unit labour costs driven by labour market trends, both cyclical and of a legislative and regulatory nature, but also possible welfare reforms in the various countries in which the New Group operates could lead to an increase in personnel costs. An increase in the labour costs could have repercussions on the sales prices of products, which could compromise sales, causing significant negative effects on the Offeror's and New Group's business and prospects, as well as economic, capital and financial situation.

Lastly, should the labour laws applicable to the New Group's employees undergo changes due to legislative or regulatory changes or court orders applicable, directly or indirectly, to the New Group, relating, for example, to working hours, work shifts and the use of rest days by employees, the New Group's business could be significantly negatively impacted, if these events occur in geographical areas where the New Group employs a significant number of employees.

A.2.3. Risks related to suppliers and procurement

The occurrence of events covered by this risk, considered by Dufry of low probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

The Dufry Group relies on a limited number of suppliers for the majority of its purchases in each major product category. As of 31 December 2022, the Group was working with over 1,000 suppliers around the world, with approximately 80% of sales (equal to CHF 5,377.0 million/Euro 5,350.7 million) generated from products bought from 90 suppliers. As of 31 December 2022, the costs borne by the Dufry Group against such suppliers was CHF 2,157.7 million /Euro 2,147.1 million, equal to 80.4% of the total costs borne by the Group for the same period. Autogrill Group relies on numerous suppliers in various countries to carry out its activities and therefore the Offeror does not believe that it is subject to supplier concentration risk, since the such suppliers are largely local operators and easily replaceable.

Future consolidation may reduce the number of suppliers even further. As a result, suppliers may have increased bargaining power and the Dufry Group may be required to accept less favourable purchasing terms. In addition, in the event of a dispute with any supplier, the delivery of a significant amount of merchandise may be delayed or cancelled, or the Dufry Group may be forced to purchase merchandise from other suppliers on less favourable terms. Such events could cause revenues to fall and costs to increase, adversely affecting the Dufry Group's business, financial condition and results of operations.

Despite the benefits that the Transaction will bring to New Group in terms of number of suppliers and strength in the contractual relationships with them, the supply chain disruptions due to any of the following could impair the New Group's ability to sell its products: adverse weather conditions or natural disasters, such as a hurricane, earthquake or flooding; government action; fire; terrorism (including cyber-attacks); the outbreak or escalation of armed hostilities, including the ongoing conflict between Russia and Ukraine and the related sanctions imposed; pandemics, including the COVID-19 pandemic; industrial accidents or other occupational health and safety issues; strikes and other labour disputes; customs or import restrictions or other reasons beyond the Offeror control or the control of its suppliers and business partners. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, could adversely affect the New Group's business, financial condition and results of operations, as well as require additional resources to restore its supply chain.

The New Group is also exposed to the risk that products purchased from its suppliers may perish or be damaged, thus becoming unusable. By way of example, for outlets located at airports in the area following security screening, stocks and products to be administered or marketed must undergo security screening, and any delays in the clearance of such products and/or stocks and the inability to replace them quickly could result in a shortage of the same as well as, in the case of stocks and perishable products, in their damage.

Should these circumstances occur, they could adversely affect the New Group's business and prospects, as well as its economic, capital and financial situation.

A.2.4. Risks related to seasonality

The occurrence of events covered by this risk, considered by Dufry of high probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

In addition to the economic environment and passenger flows, the New Group sales are affected by seasonal factors, as typical of activities that depend on changes in traffic and traveller volume. This seasonality, however, varies from region to region. In Europe, for example, the highest sales and profit levels have historically been obtained between July and September, while in Central America and the Caribbean, sales and profit levels have historically been highest in December.

In addition, certain seasonal events affecting sales, such as Easter or Ramadan, fall on different dates each year. As a result of these factors, the New Group strongest months of net sales and operating profit typically occur in the second and third quarters of the year, whereas the first quarter of the year is typically the weakest, as shown below.

The New Group increases its working capital prior to peak sales periods, so as to carry higher levels of stock and add temporary personnel to the sales team to meet the expected higher demand. As a consequence of the COVID-19 pandemic and a prolonged increase in infection rates that began in September 2021, it was not possible to provide an accurate indication of seasonality for 2020 or 2021. As regards the financial year ended 31 December 2022:

- the Dufry Group reported net sales of: (i) CHF 1,091.2 million for the first three months of the financial year, (ii) CHF 2,854.6 million for the first six months of the financial year, (iii) CHF 4,923.8 million for the first nine months of the financial year, and (iv) CHF 6,721.2 million for the entire financial year;

– the Autogrill Group reported revenues of: (i) Euro 1,761.1 million for the first six months of the financial year, and (ii) Euro 4,148.3 for the entire financial year.

In the light of the above, both the Dufry Group and the Autogrill Group's results of operations would be adversely affected by any significant reduction in sales during the traditional peak sales periods, also possibly due to changes in travellers' propensity to spend because of changes in traffic and traveller volume depending on events beyond the New Group's control.

A.2.5. Risks related to transactions with related parties

The occurrence of events covered by this risk, considered by Dufry of low probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

As part of its activities, the Group has had, and the New Group has, as of the Date of the Exemption Document, transactions of a commercial and financial nature with related parties. In the New Group's opinion, these transactions are governed by terms and conditions in line with those of the market.

During the period covered by the financial information contained in the Exemption Document, the Group had, and as of the date of the Exemption Document has, relations with related parties of various kinds, the economic/financial effects of which mainly concern commercial nature.

As of 31 December 2022, in the case of Dufry, related party transactions accounted for 0.2% of total assets and 0.2% of liabilities (amounting respectively to 0.2% and 0.2% as of 31 December 2021 and 0.1% and 0.1% as of 31 December 2020), and for 77.6% on other operating income, 63.3% on total operating expenses and 4.5% on financial expenses (amounting respectively to 52.5%, 55.0% and 5.4% as of 31 December 2021 and 53.6%, 28.8% and 2.4% as of 31 December 2020).

As regards Autogrill, as of 31 December 2022, related party transactions accounted for 0.1% of total assets and 1.6% of total liabilities (amounting respectively to 0.2% and 9.0% as of 31 December 2021 and 0.2% and 5.6% as of 31 December 2020), and for 0.2% on other operating income, 0.7% on total operating expenses and 3.5% on financial expenses (amounting respectively to 0.5%, 0.8% and 5.1% as of 31 December 2021 and 0.8%, 0.2% and 5.0% as of 31 December 2020).

Transactions with related parties present the typical risks associated with transactions taking place between parties whose affiliation or proximity to the Offeror, the New Group and/or the relevant decision-making structures could compromise the objectivity and impartiality of decisions relating to such transactions.

In particular it cannot be ruled out that if such transactions had been (or were to be) concluded with third parties, the same would have negotiated and entered into the relevant contracts (or would negotiate and enter into the relevant contracts) on terms and conditions more advantageous to the New Group.

A.2.6. Risks related to competition in the reference market

The occurrence of events covered by this risk, considered by Dufry of medium probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

Dufry competes with a limited number of other major global travel retailers as well as with regional travel retailers for concessions at airports, seaports and other travel related channels. In particular in 2021 Dufry was the fourth biggest travel retailer by turnover, with a market share of 7.65%.

Travel retailers compete primarily on the basis of their experience and reputation in travel retail, including their relationships with suppliers and airport or other authorities, their experience in a particular region, their ability to respond to the needs of an airport authority or other landlords as well as their operational and financial ability, as a concession may be awarded in a tender based upon the highest concession fee offered. The New Group must compete to attract customers with other retailers and competitors, including traditional stores located outside airports, passenger terminals and motorways, as well as online retailers. If any competitor of Dufry or of the New Group have greater financial resources, greater purchasing economies of scale, lower cost bases or a stronger positioning in any of the aforesaid fields, it may give them a competitive advantage over Dufry or the New Group.

In addition, the New Group's possible entry into new regions or sectors could lead to new or different competitors. Key competitive factors include: (i) the selection and variety of international and local brands offered by the New Group; (ii) the New Group's ability to develop localised and customised commercial formats tailored to customers; (iii) the level of capital investment the New Group is willing to undertake; (iv) the history of the New Group's relationship with the concessions grantors and customers; and (v) key contractual terms, including concession fees.

It cannot be excluded that an increase in competition in the reference market could lead to new pricing strategies or concentration of competing operators such that the New Group could lose its competitive position. If the New Group were to lose market share to competitors, its revenues would be reduced and its business, financial condition and results of operations adversely affected.

A.3. Legal and regulatory risks

A.3.1. Risks related to the international operations of the New Group

The occurrence of events covered by this risk, considered by Dufry of high probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

As of the Date of the Exemption Document, the New Group, including Autogrill, operated in more than 75 countries through approximately 5,500 sales outlets.

For the financial year ended 31 December 2022, the Dufry Group reported the following turnover (net sales and advertising income) in the following geographic areas where the Group operates: (i) Europe, Middle East and Africa (EMEA), for CHF 3,586.0 million (accounting for 52.1% of total revenues), (ii) Asia Pacific, for CHF 165.9 million (accounting for 2.4% of total revenues), (iii) the Americas, for CHF 2,918.3 million (accounting for 42.4% of total revenues) and (iv) Global Distribution Centers, for CHF 208.2 million (accounting for 3.0% of total revenues). As of 31 December 2022, the Autogrill Group reported the following revenues in the following geographic areas where the group operates: (i) North America, Euro 2,150.1 million (accounting for 51.8% of total revenues), (ii) International, Euro 502.9 million (accounting for 12.1% of total revenues), and (iii) Europe, Euro 1,495.3 million (accounting for 36% of total revenues).

Given the significance of its international operations, the New Group is exposed to risks arising from the events that may occur in a particular area, the relationships between countries, and, in general, the macroeconomic, political and social situation in each of the countries in which the New Group conducts its activities. In particular the occurrence of any one of a number of events which may interest one of the countries in which the New Group operates, such as terrorist attacks (including cyber-attacks), hurricanes, ash clouds, the outbreak or escalation of hostilities among nations, natural disasters, accidents may lead to a ban on flying to certain areas or to a reduction in the number of air travellers on a global, regional or local level.

The New Group is further exposed to risks arising from the greater political, economic, legal and social uncertainty that characterizes such markets. Within an economic framework still dealing with the complex consequences of the pandemic crisis from COVID-19, Russia's invasion of Ukraine – begun in early February 2022 – has further boosted the dynamic of rising commodity and energy costs as well as resulted in the adoption of economic sanctions against Russia by several countries. There are therefore significant factors of uncertainty regarding the extent and duration of the negative impacts of this situation, at the global economic level and with specific regard to supplies of natural gas and other raw materials in Western Europe. Persistent unstable and tense conditions on commodity prices could keep intensifying rising inflationary pressures and further damaging growth through erosion of consumers purchasing power, affecting their confidence and ability to spend. Moreover in this context, the imposition or maintenance of sanctions and or restrictive measures with respect to the sale of the New Group's products in the Russian territory and/or materials and supplies from Russia could hinder the activity of the New Group in Russia, as well as expose the New Group to the risk of violating the complex and constantly evolving sanctions framework adopted against Russia. Finally the ongoing operations in Russia are subject to a variety of sanctions imposed by the U.S. and other countries, and while the New Group intends to maintain full compliance with all applicable Trade Control laws, it may face reputational or legal consequences that stem from its business in Russia. At the Date of the Exemption Document, the New Group has operations in Russia through its local Joint Venture, which in 2022 represented 1.7% of the Dufry Group's net sales (2.2% as of 31 December 2021) and 0.1% of the Autogrill Group's revenues. In Ukraine, the Dufry Group only has operations in the Odessa Airport, which are suspended due to the conflict. Sales in the Ukrainian airport represent 0.01% of the Dufry Group's revenue for the financial year ended 31 December 2022.

The New Group is also exposed to risks arising from interruptions of operations due to political or social instability, regional conflicts and the establishment or enforcement of foreign exchange restrictions, which could effectively prevent it from repatriating profits, liquidating assets or withdrawing funds from one or more of these markets. For example, the business could be affected by further instability in the Middle East (particularly in Egypt and Jordan), prolonged or recurring currency devaluations in Brazil and Argentina, or political upheaval or civil unrest in Turkey, Colombia and Chile. The earthquake which affected the area of Kahramanmaraş in Turkey and Syria did not affect the Dufry Group's operation.

Another aspect of certain emerging markets is the potential inadequacy of the legal system and law enforcement mechanism, which leaves the New Group exposed to the possibility of considerable loss as a result of abusive practices by competitors, parties with which the New Group contracts or others. If the New Group expands its operations in emerging markets, the foregoing risks will increase, with consequent negative effects on the business, prospects, as well as the economic, capital and financial situation of the Offeror and the New Group.

All the circumstances described above may result in a negative effect on the demand for the products offered by the New Group, its business and prospects, as well as the economic, capital and financial situation of the Offeror and the New Group.

A.3.2. Risks related to the taxation of goods policies in countries where the Dufry Group operates

The occurrence of events covered by this risk, considered by Dufry of high probability of occurrence, may have a significant negative impact on the Dufry Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

A substantial part of the revenues of the Dufry Group is derived from the sale of duty-free products, such as perfumes, luxury products, spirits and tobacco. In particular, the sale of duty-free products represented 57.4% of the Group net sales as of 31 December 2022 and, the sale of tobacco products represented 13.0% of the Group net sales and constituted its fourth largest product category for the same period. As part of the campaign to highlight the negative effects of smoking, international health organizations and the anti-smoking lobby continue to seek restrictions on the duty-free sale of tobacco products. More generally, an increasing number of national and local governments, as well as private businesses, have prohibited, or are proposing to prohibit, smoking in public places and in their business locations, respectively. If the Dufry Group were to lose its ability to sell duty-free tobacco products in its major markets or the increasing number of smoking prohibitions and anti-smoking campaigns caused a reduction in sales of tobacco products, the Dufry Group's business, financial condition and results of operations could be materially adversely affected.

Generally, governmental authorities in various countries in which the Dufry Group operates may alter or eliminate the duty-free status of certain products or otherwise change importation or tax laws. As of the date of the Exemption Document, the Offeror is not aware of any changes in the tax regulations concerning the taxation of goods sold by the Dufry Group that could materially affect its capacity to sell the duty-free products. Further, sales and excise taxes on products sold at traditional retail locations may be lowered in the future, partly removing the Dufry Group's competitive advantage with respect to duty-free product pricing.

The Dufry Group could be subject to tax audits and proceedings from time to time in the jurisdictions in which it operates. Tax authorities may disagree with certain positions the Group has taken and assess additional taxes and penalties; in the light of the above, there can be no assurance that the Offeror will accurately predict the outcomes of these audits, and the actual outcomes of these audits could have a material impact on the Dufry Group's - and in particular on Dufry Group's - results of operations.

If the Dufry Group loses, also partially, the ability to sell duty-free products generally or in any of its major duty-free markets or if it loses market share to traditional retailers as a result of a reduction in sales and excise taxes, the Dufry Group's – and in particular on Dufry Group's – revenues may decrease significantly and its business, financial condition and results of operations may be materially adversely affected.

A.3.3. Risks related to changes in the regulations governing the industry in which the New Group operates

The occurrence of events covered by this risk, considered by Dufry of high probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

The Dufry Group predominantly conducts its business in regulated sectors, such as the sale of tobacco or confectionary products or concessionary commercial foodservice. The aforementioned sectors are regulated by national, regional and European legislation on the conduct of business with the public and public contracts as well as by regulations and guidelines of public authorities. These regulations have undergone constant (and not always predictable) evolution in recent years. Therefore, the New Group is subject to the risk that any changes in the applicable law or regulatory provisions or changes in the interpretation thereof will have an adverse impact on the proper conduct and prospects of its business activities, with consequent negative effects on the New Group's business and prospects, as well as its economic, capital and financial situation.

As regards foodservice, such business is subject to specific administrative licensing and is subject to food safety regulations in relation to the preparation, preservation, transportation and storage of products, operating procedures and the safety of workers and customers. In addition, control over the sale of alcoholic beverages and related licensing regulations cover numerous aspects of the New Group's operations, including the storage and dispensing of alcoholic beverages and the training and qualifications of personnel therein. In the countries where the New Group operates, sellers of alcoholic beverages are subject to licensing. Changes in relevant licenses and applicable regulations or in the requirements requested in order to maintain the licences already granted – for instance, the New Group is generally subject to compliance with certain financial requirements and the provision of guarantees, as well as certain reporting requirements designed to ensure a minimum standard relating to the manner of operation and infrastructure of the outlets to which the concessions refer – could result in additional costs that may reduce the New Group's profit margins or result in price increases, disincentivizing consumption by customers and causing a decline in sales. Failure to obtain or renew the existing licenses such as licences for the sale of alcoholic beverages could have an adverse effect on the New Group's business, prospects, as well as its economic, capital, and financial situation.

In addition, the industry in which the New Group operates is subject to complex regulations, both locally and internationally, from the perspective of business management, personnel and customer health and safety, with reference to the protection of both people and product quality and the environment. Failure to comply with the requirements of such regulations, in addition to exposing the New Group to the risk of litigation and loss of reputation with customers and licensors, may result in the imposition of sanctions by the relevant regulatory authorities in the territory where such events have occurred, including the revocation of licenses and permits necessary for the New Group to conduct its business or the closure of the affected outlets, with consequent adverse effects on the New Group's business and prospects, as well as economic, capital and financial situation.

Finally Dufry is a company incorporated in Switzerland which is not part of the European Union. In light of the foregoing, Autogrill shareholders who tender their Autogrill Shares in the Offer and receive the Offered Shares will be investing in shares of a company subject to a different regulatory framework than that applicable to Autogrill. In the light of the foregoing, Autogrill shareholders opting to receive Dufry Shares in the Offer should also be aware that, as a company listed on the SIX Swiss Exchange, Dufry is subject to the relevant legal framework on corporate governance, which includes the Swiss Code of Obligations and the non-binding Swiss Code of Best Practice for Corporate Governance, as amended from time to time, which may not ensure the same governance standards as the provisions applicable to Italian listed companies (mainly represented by the Italian Civil Code, the Consolidated Financial Act and the Italian Corporate Governance Code), e.g. in terms of the requirement for the independence of members of the Board of Directors, gender balance, remuneration and corporate governance reporting.

A.3.4. Risks related to litigation

The occurrence of events covered by this risk, considered by Dufry of low probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

Given the extensive global operations, the New Group and its third-party business partners are both defendant and plaintiff in a number of court, arbitration and administrative proceedings in various jurisdictions. Actions filed against the New Group from time to time include commercial, tort, intellectual property, customer, employment, labour, tax, administrative, customs and other claims. Dufry's subsidiaries in Spain are currently involved in litigation proceedings in local courts against AENA, S.M.E., S.A., as both plaintiffs and defendants, regarding legal consequences related to the COVID-19 pandemic for the concession fees at the Spanish airports. Such litigations are not material for Dufry. Autogrill is not part of any arbitration, tax or administrative proceedings.

The outcome of such legal proceedings is uncertain, and the New Group's involvement may require significant resources, time and effort, and may divert the attention of the management. While the outcome of any legal proceedings and the potential damages and other losses the New Group may incur arising out of any current or future legal proceedings are inherently difficult to predict, the New Group may have to pay substantial damages, settlement costs and, in turn, increased insurance premiums if a claim is resolved against it. Even if a claim is not resolved against, the New Group may incur significant legal fees, which it may not recoup.

Deciding whether or not to provide for a loss in connection with such legal proceedings requires the New Group to make determinations about various factual and legal matters beyond its control. Where it is possible to reliably estimate the extent of any loss and it is deemed probable, provisions are made in the financial statements to an extent deemed appropriate under the circumstances, supported also by specific opinions rendered by the New Group's advisors and consistent with the international accounting standards applicable from time to time.

As of 31 December 2022, the Dufry Group was involved in litigations for approximately CHF 216.2 million against which - with reference to litigation in relation to which it believes that the possibility of losing the case is probable- it has set aside (i) a provision for lawsuits and duties of CHF 43.6 million (Euro 43.4 million), in order to cover potential law suits arising from taxes, duties and concessions in connection with the Group's subsidiaries in Europe, Middle East and Africa; and (ii) a provision of CHF 3.0 million (Euro 3.0 million) relating mainly to claims presented by sales staff in the segment "Americas" based on disputes due to the termination of temporary labour contracts. Following 31 December 2022 up to the Date of the Exemption Document no significant new litigation arise.

As of 31 December 2022, the Autogrill Group was involved in litigations for approximately Euro 64.6 million against which it has set aside provisions for Euro 8,133,000.

Legal proceedings for which the New Group has recognized insufficient provisions or any future related claims for which it has not recognized any provisions may have a material adverse effect on the New Group's business, financial condition and results of operations. In addition, the Group may be impacted, also in terms of reputation, by litigation trends, including class action lawsuits involving consumers, shareholders and employees, and its business, financial condition and results of operations may be materially adversely affected.

A.4. Internal control risks

A.4.1. Risks related to the operation of information systems, data management, data protection and information security

The occurrence of events covered by this risk, considered by Dufry of medium probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

The New Group's information technology systems are used to record and process transactions at its points of sale and to manage its operations. These systems provide information regarding most aspects of the New Group financial and operational performance, statistical data about customers, sales transactions and inventory management.

Notwithstanding efforts to prevent an information technology failure or disruption, including having implemented parallel data centres and regular back-up of data, the New Group's systems may therefore be vulnerable to damage or destruction of hardware or software systems. These events could cause system interruption, delays or loss of critical data and could disrupt acceptance and fulfilment of customer orders, as well as disrupt the New Group operations and management.

For example, although point-of-sales systems are programmed to be able to operate and process customer orders independently from the availability of the New Group's central data systems and network, if a problem were to disable electronic payment systems in the New Group's stores, credit card payments would need to be processed manually, which could in turn result in fewer transactions. Significant disruption to the New Group's information technology systems could have a material adverse effect on its business, result of operations and financial condition.

Also, despite the New Group has adapted its internal procedures to the applicable regulations and adopted technical organizational arrangements to comply with the applicable legal provisions on access to and processing of data of consumers, employees and third parties in general with whom it has relations, the New Group is subject to the risk of security breaches and cyber-attacks in which credit and debit card information and other personal data may be stolen.

Although during the financial years ended 31 December 2022, 2021 and 2020 and up to the Date of the Exemption Document, there were no errors, network disruptions and material data security breaches involving the Dufry Group's information technology systems, to the extent that such circumstances result in the loss of data or the disclosure of confidential or proprietary information the New Group could incur liabilities/sanctions and suffer delays or interruptions in product development and its activities with consequent adverse effects on the business, prospects, as well as the economic, capital and financial situation of the Offeror and the New Group.

The IT systems of the facilities in which the New Group operates could be affected by cyber-attacks that could generate disruptions among travelers or, depending on the extent, lead to the temporary closure of the facilities themselves. The above could result in a decrease or temporary interruption in the number of customers of the New Group, which would negatively impact the New Group's ability to sell its products. In this context it should be noted that since the start of the conflict between Russia and Ukraine, there has been an increase in hacking attacks against institutional or infrastructure sites of Ukraine's supporting states. Although these attacks have not resulted in any interruption of the operations of the New Group's companies, the continuation of the conflict could lead to further escalation of cyberwarfare, increasing the chances that critical infrastructure in the countries where the group operates will be compromised.

The New Group also continually enhance or modify the technology used in its operations. It cannot ensure that any enhancements or other modifications made to the New Group's operations will achieve the intended results or otherwise be of value to its customers or operations. Future enhancements and modifications to the New Group's technology could consume considerable resources. The New Group may be required to enhance its payment systems with new technology, which could require significant expenditures. If the New Group is unable to maintain and enhance its technology to process transactions, it may experience a material adverse impact on its business, financial condition and results of operations.

A.5. Environmental, social and governance risks

A.5.1. Risks related to dependency on key personnel

The occurrence of events covered by this risk, considered by Dufry of low probability of occurrence, may have a significant negative impact on the New Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

The New Group success depends, to a significant extent, on the performance and expertise of top management and other key employees, such as the Executive Chairman Juan Carlos Torres Carretero and the members of the Global Executive

Committee. There is competition for skilled, experienced personnel in the fields in which the Group operates and, as a result, the retention of such personnel cannot be guaranteed, resulting in a risk for the Offeror of losing relevant know-how. The Group's continuing ability to recruit and retain skilled personnel, especially in management functions both in Switzerland and internationally, will be an important element of its future success.

The loss of such personnel or any other key employees or the failure to attract new highly qualified employees could lead to a slowdown in the Group's growth and development process and a reduction in the Group's competitive ability, thus potentially causing a material adverse effect on the Group's business, financial condition and results of operations.

For the financial years ended 31 December 2022, 2021 and 2020, there have been the following changes to Dufry's Global Executive Committee: the step down of Rene Riedi (Chief Executive Officer Central and South America) and Javier Gonzalez (Chief Marketing and Innovation Officer) effective 1 September 2020; the step down of José Antonio Gea (Deputy Group CEO and member of the Global Executive Committee) effective 31 December 2020; the appointment of Salvatore Aricò as Chief Organization & Transformation Officer effective 1 January 2021; the step down of Roger Fordyce (Chief Executive Officer North America and member of the Global Executive Committee) effective 30 June 2021; the step down of Salvatore Aricò (Chief Organization & Transformation Officer) effective 30 September 2021; the appointment of Sarah Branquinho as Chief Diversity & Inclusion Officer effective 1 July 2021; the step down of Julián Díaz (Chief Executive Officer and member of the Board of Directors) effective 31 May 2022; and the appointment of Xavier Rossinyol as designated CEO and member of the Global Executive Committee on 1 March 2022 and as Chief Executive Officer effective as of 1 June 2022.

Also, due to the unknown effects of the Combination and uncertainties related to the integration process, such as the management's ability to manage a substantial increase in the number of employees and integrate personnel, operations and systems, the Group's ability to retain and motivate key personnel could be impaired. The above could compromise the ability of the New Group to successfully conduct its business and to meet the targets of the Projections.

A.5.2. Risks relating to climate change

The occurrence of events covered by this risk, considered by Dufry of low probability of occurrence, may have a significant negative impact on the New Group's business and economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

The New Group is exposed to risks relating to climate change with reference to all its business sectors. In particular, Dufry expects climate change to impact the travel retail business over the short, medium and long term, as such sector is exposed:

– in the short term: (a) to physical risks, such as extreme weather events, might lead to asset damages or a disruption to the supply chain and could impair New Group's ability to sell its products); and (b) to the risk of not being able to pursue its Science Based Target initiative ("**SBTi**") based emission reduction targets to reduce its overall carbon emission footprint going forward, with a potential damage to the image of the New Group

– in the medium/long term, to the risks relating: (a) to the approval of regulations which could increase the CO_2 taxation of flights / ship cruises leading to a reduction in passenger travel activities and changes in customer behavior as well as the adoption of environmental legislation and requirements on e.g. energy consumption, transportation, packaging materials, which can increase the cost to be borne by the New Group and expose the New Group to sanctions if it fails to meet any new obligation provided therein; and (b) to changes in customer behavior towards higher ecological awareness leading to a reduction in passenger travel activities, a change in travel destinations or a change in purchasing behaviors and product preferences;

– in the long term to (a) so called "chronic physical risks", such as the rise in sea level, which might impact locations where the New Group operates and eventually lead to a relocation of the operation, with the costs this implies; and (b) risks in connection with moving the economy into a low-carbon future, which is characterized by e.g., environmental legislation, carbon taxes or higher aviation fuel prices that may lead to an increase of air fares and hence consumers' propensity to fly.

With reference to the food & beverage sector, the activities conducted by the New Group are exposed to the following risks:

- the physical risks mainly concern agricultural output, with negative effects on crop yields and livestock production. As such, physical risks may involve the interruption of supply chains (including the provision of raw materials) and production processes. Physical risks can also take the form of natural disasters (e.g. earthquakes and floods), already discussed in this risk factor.

- Transition risks refer to the possible introduction of carbon prices on the direct emissions of livestock farms, agriculture, and production and transformation activities, but they can also manifest as higher raw material prices (due to effects on crop yields) and energy costs, especially for energy-intensive production processes.

Such risks could negatively affect the New Group's activity in the travel retail and food & beverage sectors and could compromise the operations and the sales, causing significant negative effects on the Offeror's and New Group's business and prospects, as well as economic, capital and financial situation. Moreover, any event which could significantly impact the business of the New Group could hinder the achievement of the targets of the Projections.

B. RISKS RELATED TO THE TRANSACTION

B.1. Risks related to the evaluation methods used to determine the Consideration of the Offer

The occurrence of events covered by this risk, considered by Dufry of medium probability of occurrence, may have a negative impact on Dufry Shares. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of low relevance.

The Share Consideration has been determined by rounding up to the fourth decimal the Exchange Ratio of 0.1582781301928567 Dufry Shares, par value CHF 5.00 each, for one Autogrill Share, which has been agreed within the negotiations among the Parties of the Combination Agreement also taking into account the 3-month VWAP of the Autogrill and the Dufry Shares prior to 14 April 2022 included, *i.e.* (i) an evaluation of the Dufry Shares (no dividend right attached) equal to CHF 40.96, corresponding to Euro 39.71 ([9]), for each Dufry Share, and (ii) an evaluation of the Autogrill Shares equal to Euro 6.33 for each Autogrill Share (no dividend right attached), corresponding to CHF 6.53 ([10]) (the "**Autogrill Share Monetary Value**").

As the market prices of Dufry Shares and Autogrill Shares have been and are subject to volatility and fluctuations as a result of the general performance of capital markets, also taking into account the potential future developments of the pandemic from COVID-19 and the Russian-Ukrainian conflict, there is a risk that the value of the Consideration at the time of acceptance of the Offer may be lower or higher than the market value of Dufry Shares or Autogrill Shares on the date on which the Consideration was determined.

Furthermore, there is no guarantee for shareholders who do not opt for the Cash Alternative Consideration that they will not suffer losses from their investment in

([9]) For Dufry, each daily closing share price has been converted from CHF to Euro using the spot CHF/Euro FX rate at the end of that trading day.

([10]) For Autogrill, each daily closing share price has been converted from Euro to CHF using the spot Euro/CHF FX rate at the end of that trading day.

Dufry Shares. As with any investment in shares, shareholders who opt for the equity component of the Offer should be aware that the value of Dufry Shares may fluctuate significantly, including as a result of exogenous events not foreseeable as of the Date of the Exemption Document. Since Dufry Shares constitute risk capital by their very nature, the investor could incur a total or partial loss of invested capital.

B.2. Risks related to the inclusion of pro forma financial information

The occurrence of events covered by this risk, considered by Dufry of low probability of occurrence, may have a negative impact on the Group's economic and financial situation. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of low relevance.

The Exemption Document sets out the pro forma financial information, relating to the pro forma consolidated balance sheet and pro forma consolidated income statement for the year ended 31 December 2022 of the Group, accompanied by the explanatory notes, prepared to retroactively reflect the effects of the Combination with the Autogrill Group as a result of the Offer. Indeed, the pro forma financial information, compiled on the basis of the provisions of Annex 20 of Regulation (EU) no. 2019/980, has been prepared for illustrative purposes only in order to simulate the main effects of the Transaction on the Dufry Group consolidated statement of financial position as if it had taken place on 31 December 2022 and on the Dufry Group consolidated statement of profit or loss as if it had taken place on 1 January 2022.

For a proper reading of the information provided by the pro forma financial information, it is necessary to consider the following aspects: (i) since they are representations built on assumptions, if the Combination had actually been realized on the dates taken as reference for the preparation of the pro forma financial information, the same results represented in the pro forma financial information would not necessarily have been obtained; (ii) the pro forma data are not intended to represent a forecast of future results and should therefore not be interpreted in this way; (iii) the pro forma representations reflect a hypothetical situation and are therefore not intended to depict in any way a current or prospective balance sheet and income statement of the effects relating to the Combination; and (iv) in view of the different purposes of the pro forma data compared to historical financial statements, the effects relating to the Combination are calculated differently with reference to the pro forma consolidated balance sheet and the pro forma consolidated income statement, which should therefore be read and interpreted separately, without seeking accounting links between them.

For these reasons, investors should not rely solely on the pro forma financial information in making their investment decisions.

The pro forma financial information reported in the Exemption Document was reviewed by the External Auditors who issued their report on 30 March 2023.

C. RISK FACTORS RELATED TO THE SECURITIES BEING OFFERED

C.1. Risks related to Dufry Shares being traded on a non-EU regulated market

The occurrence of events covered by this risk, considered by Dufry of high probability of occurrence, may have a negative impact on the market value of Dufry Shares. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of high relevance.

Autogrill shareholders should be aware that, should they exchange their Autogrill Shares for Dufry Shares in the context of the Offer, they would become holders of shares not listed in an EU regulated market. Therefore, EU and Italian regulatory provisions applicable to any investment in shares listed on a regulated market – such as the MiFIR, the Consolidated Financial Act, the rules of the markets organized and managed by Borsa Italiana – would no longer apply; instead, since the Dufry Shares are listed on the SIX Swiss Exchange, the respective Swiss regulations such as the FMIA will apply. In light of the above, the regulatory framework applicable to Swiss markets could not ensure the same level of transparency and proper functioning of the markets of that applicable to an EU regulated market.

On 27 June 2019, the Swiss government announced that it was activating the measures adopted by the Swiss Federal Council pursuant to the ordinance enacted to protect the Swiss stock exchange infrastructure on 30 November 2018 (the "**Recognition Ordinance**"). As a result of these protective measures, with effect from 1 July 2019 trading venues in the EU are prohibited under Swiss law from offering or facilitating trading in equity securities (including shares) of companies with (i) registered offices in Switzerland where (ii) such equity securities are listed on a Swiss stock exchange or are traded on a Swiss trading venue ("**Swiss issuers**").

The Recognition Ordinance introduces a recognition obligation applicable to foreign trading venues if they admit equity securities to trading or permit trading in such equity securities of Swiss issuers. According to the Recognition Ordinance, the Swiss Financial Market Supervisory Authority ("**FINMA**") will only grant recognition to such foreign trading venues under certain conditions; if these conditions are not met, the foreign trading venue will not be granted recognition by FINMA; consequently, these venues will not be allowed to offer trading in the equity securities of Swiss issuers.

As a result thereof, the share trading obligation and stock exchange equivalence of the MiFIR no longer applies to the equity securities of Swiss issuers. Eligible EU market participants can therefore continue to trade the shares of Swiss issuers such as Dufry on Swiss trading venues without breaching EU laws. The same would apply even if a certain trading volume with Swiss issuer equity securities remains on EU trading venues, so long as such trading occurs non-systemically, *ad hoc*, irregularly and infrequently. However it should be noted that the volume of trading for certain equity securities of Swiss issuers on foreign trading venues (to the extent the equity securities are admitted to trading) could be impacted by the said effects of the Recognition Ordinance, and this could affect the price and increase the volatility of the price of shares of such Swiss issuers, including Dufry, with negative impact on the investment in Dufry's shares. A decrease in the volume of trading of Dufry Shares could also negatively affect the possibility of an investor to exit its investment in Dufry.

Finally the rights of holders of the Offered Shares will be subject to the laws of Switzerland, which may not be as favorable to the interests of shareholders as the European Union and the Italian regulatory framework applicable to the Autogrill Shares (such as the Directive 2004/109/EC – so called Transparency Directive – and the Directive 2007/36/EC – so called Shareholders Rights Directive – as amended by Directive EU 2017/828, as well as the Italian Civil Code and the Consolidated Financial Act). Also, the enforcement of such rights in a jurisdiction outside the European Union may be complex and costly.

C.2. Risks related to the distribution of dividends

The occurrence of events covered by this risk, considered by Dufry of high probability of occurrence, may have a negative impact on the value and profitability of Dufry Shares. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of medium relevance.

As of the Date of the Exemption Document, the Offeror has not any dividend policy in place.

It should be noted that during the financial years ended 31 December 2020, 2021 and 2022, the Offeror did not pay dividends in order to protect the liquidity position of the Company until visibility on the recovery trajectory following the still ongoing COVID-19 pandemic.

The Company's ability to pay dividends in future years is in any case subject to, among other things, the Group's future earnings, financial condition, cash flows, working capital requirements, capital expenditures and other factors, including applicable provisions of Swiss law requiring the Company to maintain certain statutory reserves, availability of distributable reserves, and sufficient available cash funds.

Even if there are sufficient distributable profits available at Dufry level or at the level of its subsidiaries, the Offeror may not pay a dividend for a variety of reasons, for instance because of current or future financing arrangements or because of certain legal transfer restrictions, prohibiting the transfer of some of the cash held by subsidiaries located in jurisdictions where such amounts are not freely transferable to the Offeror.

Therefore, Autogrill investors becoming holders of Dufry Shares as a result of their acceptance of the Offer should be aware that the Offeror may not pay dividends to them in the future, or may make distributions to shareholders to a different extent than it has done in the past. The occurrence of such risks could have a material adverse effect on the market price of Dufry Shares.

C.3. Risks related to the dilution of existing shareholders

The occurrence of events covered by this risk, considered by Dufry of high probability of occurrence, may have a negative impact on the value and profitability of the Dufry Shares. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of low relevance.

As of the Date of the Exemption Document, Article 3 bis of Dufry's Articles of Incorporation allows:

(i) the share capital increase in an amount which may not to exceed CHF 45,398,500 by the issuance of up to 9,079,700 fully paid registered Dufry Shares with a nominal value of CHF 5.00 each (equal to approximately 7.48% of the issued ordinary share capital of the Company) through the exercise of conversion and/or option rights granted in connection with the issuance of newly or already issued convertible debentures, debentures with option rights or other financing instruments by the Company or one of its Group companies (so called "Conditional Capital");

(ii) the possibility to exclude the preferential subscription rights of the shareholders in connection with the issuance of convertible debentures, debentures with option rights or other financing instruments. The then current owners of conversion and/or option rights shall be entitled to subscribe for the new Dufry Shares; and

(iii) under certain circumstances, the possibility for Board of Directors to limit or withdraw the right of the shareholders to subscribe in priority to convertible debentures, debentures with option rights or similar financing instruments when they are issued.

As of the Date of the Exemption Document, the Conditional Capital of Dufry is equal to CHF 45,398,500. In light of the above, the investors' Dufry Shares, and consequently the value of the investment, in Dufry's share capital could be subject to dilution in relation to the possible share capital increase using the existing Conditional Capital. Should the existing Conditional Capital be fully issued, the maximum dilution percentage would be equal to approximately 6,96%.

Furthermore, in relation to the financing of the Cash Alternative Consideration of the Mandatory Exchange Offer, the Offeror plans to fully or partially meet its re-payment obligations under the Bridge Facilities Agreement through equity and/or debt instruments and/or through available liquidity. As of Date of the Exemption Document, the Company has not taken any formal decision yet on this matter. In this regard, it should be noted that Dufry's extraordinary Shareholders' Meeting held on 31 August 2022 resolved on the Authorized Capital in order (i) to allow the Company to issue the required Offered Shares to the remaining shareholders of Autogrill within the context of the Mandatory Exchange Offer or any voluntary tender offer by the Company, subsequent re-opening of the tender period and/or proceeding for the exercise if the right to purchase the remaining Autogrill Shares and (ii) to have the option to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration within the framework of such transactions.

Furthermore, it should be noted that the Dufry AGM 2023 to be held on 8 May 2023 is called, *inter alia*, to resolve on the proposal to (i) replace the existing Authorized Capital pursuant to Article 3 ter of Dufry's Articles of Incorporation with a capital range (which if approved will have, in all material aspects, the same terms and conditions as such authorized share capital) which can be used by the Offeror, among other, to serve the Offer Capital Increase and to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of issuance of new Dufry shares; and (ii) create additional conditional share capital in order to have the option to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of the issue of convertible debt instruments.

Under Swiss law, the conditional share capital is not subject to any time limitations.

C.4. Risks related to the currency of the Dufry Shares

The occurrence of events covered by this risk, considered by Dufry of low probability of occurrence, may have a negative impact on the value and profitability of Dufry Shares. In view of the above, Dufry estimates that the risk referred to in this Paragraph is of low relevance.

Dufry Shares will be quoted only in CHF and future payments of dividends, if any, on Dufry Shares are expected to be denominated in CHF. The foreign currency equivalent of any dividend paid on Dufry Shares or received in connection with any sale of Dufry

Shares could be adversely affected by the depreciation of the CHF against such foreign currency.

Therefore, shareholders in countries with currencies other than the CHF face additional investment risk from currency exchange rate fluctuations in connection with their holding of Dufry Shares, resulting in a possible negative impact on the value and profitability of their Dufry Shares.

PART B

SECTION I OFFEROR'S INFORMATION

CHAPTER 1 PERSONS RESPONSIBLE FOR DRAWING UP THE EXEMPTION DOCUMENT, INFORMATION FROM THIRD PARTIES, AND EXPERTS' REPORT

1.1 Persons responsible for the Exemption Document

The persons named in the table below assume responsibility, for the completeness and truthfulness of the data and information contained in this Exemption Document.

Responsible person	Qualification	Registered Office	Parts of the Exemption Document of competence
Dufry AG	Issuer of the Offered Shares	Brunngässlein 12, 4052 Basel (Switzerland)	Entire Exemption Document

1.2 Responsibility statement

Dufry declares that, to the best of its knowledge, the information contained in the Exemption Document is in accordance with the facts and the Exemption Document contains no omissions likely to affect its import.

1.3 Experts' statements or reports

The Exemption Document does not contain statements or reports attributed to third parties as experts, except for the auditor's reports to Dufry's consolidated financial statements as of 31 December 2020, 2021 and 2022 and to Autogrill's consolidated financial statements as of 31 December 2022.

1.4 Information sourced from third parties

In the Exemption Document – in particular, in this Part B, Section I, Chapter 5 and in Part B, Section II, Chapter 2 – information from third-party sources is reported. This is highlighted from time to time through appropriate footnotes inserted at the bottom of the page or contained directly in the referenced tables and/or charts.

With particular reference to the Transaction, the Exemption Document contains information from Autogrill's publicly available documents, press releases and corporate reports available on its website at www.autogrill.com.

The Offeror confirms that all information attributable to third parties used in the Exemption Document has been accurately reproduced and that, as far as Dufry is aware and is able to ascertain from the information published by that third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading.

1.5 Regulatory statements

Dufry declares that:

(i) the Exemption Document does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129;

(ii) the Exemption Document has not been subject to the scrutiny and approval by CONSOB in accordance with Article 20 of Regulation (EU) 2017/1129;

(iii) pursuant to Article 1(6a), point (b) of Regulation (EU) 2017/1129, CONSOB has issued a prior approval of the Exemption Document.

CHAPTER 2 STATUTORY AUDITORS

2.1. Dufry's statutory auditors

As of the Date of the Exemption Document and for the financial year ended 31 December 2021 and 31 December 2022, the audit firm in charge of the audit of Dufry's consolidated financial statements and its stand-alone statutory financial statements and the review of its interim condensed consolidated financial statements is Deloitte AG - a member of EXPERTsuisse, the Swiss Expert Association for Audit, Tax and Fiduciary, with registered office at Pfingstweidstrasse 11, 8005 Zurich, Switzerland, registered under no. CHE-101.377.666 in the Commercial Register of the Canton of Zurich (Switzerland) (the "**Statutory Auditor**"). Deloitte AG is subject to supervision by the Swiss Federal Audit Oversight Authority (FAOA), registered under the no. 500420.

For the financial year ended 31 December 2020, the audit firm in charge of the audit of Dufry's consolidated financial statements and its stand-alone statutory financial statements and the review of its interim condensed consolidated financial statements was Ernst & Young Ltd., with registered office at Aeschengraben 27, 4051 Basel, Switzerland, registered under no. CHE-105.932.265 in the Commercial Register of the Canton of Basel-City (Switzerland). Ernst & Young Ltd. is subject to the supervision by the Swiss Federal Audit Oversight Authority (FAOA), registered under the no. 500646.

The consolidated and stand-alone statutory financial statements of the Offeror for the financial years ended 31 December 2020, 2021 and 2022 have been audited by the relevant statutory auditor who issued its unqualified audit reports on 8 March 2021, 3 March 2022 and 2 March 2023 respectively.

The aforesaid statutory auditors' reports are incorporated by reference in this Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129, together with the financial report for the financial year ended 31 December 2020 (the "**Financial Report 2020**"), the financial report for the financial year ended 31 December 2021 (the "**Financial Report 2021**") and the financial report for the financial year ended 31 December 2022 (the "**Financial Report 2022**").

2.2. Information on the relationship with the statutory auditors

During the financial years covered by the historical financial information provided in the Exemption Document there has been no revocation of the mandate conferred by Dufry to the relevant statutory auditor, nor has the latter withdrawn the mandate conferred, refused to issue an opinion, or issued a qualified or adverse opinion on the consolidated or stand-alone statutory financial statements of Dufry.

CHAPTER 3 RISK FACTORS

For a description of the risk factors related to Dufry, the Offered Shares, and the Transaction, please refer to Part A of the Exemption Document.

CHAPTER 4 INFORMATION ABOUT DUFRY

4.1. Dufry's legal and commercial name

Dufry corporate name is "Dufry AG" and it is a corporation (*Aktiengesellschaft*) incorporated under Swiss law.

4.2. Dufry's place and number of registration and legal entity identifier

Dufry is registered with the Commercial Register of the Canton of Basel-Stadt (Switzerland) under company number CHE-110.286.241.

The legal entity identifier (LEI) is: 549300X53WDBVW7TIF57.

4.3. Date of incorporation and duration of Dufry

Dufry was incorporated on 3 November 2003 and registered on 4 November 2003 with the Commercial Register of the Canton of Basel-Stadt under the name "Sintres Holding AG" and changed its name to "Dufry AG" on 17 November 2005.

Pursuant to Article 1 of the Offeror's Articles of Incorporation, Dufry has been established with unlimited duration.

4.4. Domicile and legal form of Dufry, legislation under which it operates, country of incorporation, address and website of Dufry

Dufry is incorporated in Switzerland as a corporation (*Aktiengesellschaft*) and operates under Swiss law. Dufry has its registered office at Brunngässlein 12, 4052 Basel (Switzerland) (telephone number +41 61 266 44 44). Dufry's website is www.dufry.com.

The information on Dufry's website does not form part of this Exemption Document, unless information from Dufry's website is specifically incorporated by reference into this Exemption Document; the information on Dufry's website has not been reviewed or approved by CONSOB.

CHAPTER 5 BUSINESS OVERVIEW

Introduction

On 3 February 2023, pursuant to the Combination Agreement between Dufry, Schema Beta and Edizione – Autogrill's controlling indirect shareholder – Edizione, through its wholly owned subsidiary Schema Beta, completed the Transfer of its 50.3% stake in the issued share capital of Autogrill to Dufry. Therefore, as of the Closing Date, Autogrill and its subsidiaries are controlled by Dufry (the Autogrill Group and the Dufry Group, together the "**New Group**").

The New Group is a global leader ([11]) in travel retail and travel food & beverage ("**F&B**") with operations in more than 75 countries and six continents, combining prime operations in developed markets with strong positions in emerging markets. As of 31 December 2022, the New Group operated approximately 5,500 stores/points of sale, located in airports, on motorways, cruise lines, ferries and seaports, at border, downtown and hotel shops and in railway stations, among others. The vast majority of net sales are produced in Airports (80% in the financial year ended 31 December 2022 on a pro forma basis) and Motorways (10% in the financial year ended 31 December 2022 on a pro forma basis).

The New Group's travel retail operations consist of a variety of retail concepts focusing on the specific needs of travellers, including general travel retail outlets offering a wide range of products such as perfumes and cosmetics, confectionary and other foods, wines and spirits, luxury goods and tobacco goods, as well as brand boutiques, specialized shops, convenience stores and theme shops. Moreover, the New Group operates in the travel food & beverage, mainly through the Autogrill Group, whose core business consists of operating retail outlets, including bars, cafeterias and other points of sale for the public and the retail sale of food, beverages, confectionery products and other products for retail sale, such as magazines, gadgets, other consumer goods and monopoly goods (e.g. tobacco, lotteries), both duty-free and duty-paid.

This Chapter 5 of Part B, Section I, of the Exemption Document provides an overview of the Dufry Group's activities, not including the activities of Autogrill given the recent completion of the Transfer.

For further information on the Autogrill Group's activities, please see Chapter 2 of Part B, Section II of the Exemption Document.

The Dufry Group's activities are mainly operated pursuant to concessions and sub-concessions granted by airport, highways and railway stations authorities, operators

([11]) Proprietary analysis in excel based on passenger traffic data from ACI's Annual World Airport Traffic Dataset.

or landlords regarding travel retail and food, beverages and confectionery products. The management of these sales outlets is generally carried out directly by the Group through companies directly and indirectly controlled by the Offeror as well as through partnerships with local operators, especially in emerging markets, which, in some cases, also provide for the active involvement of the latter in the management of the sales outlets.

The following table shows the main historical consolidated financial data of the Dufry Group for the financial years ended 31 December 2022, 31 December 2021 and 31 December 2020.

(In millions of CHF)	Historical data for the financial year ended 31 December		
	2022	2021	2020
Turnover[(1)]	6,878.4	3,915.4	2,561.1
CORE EBITDA [(2)]	606.2	386.0	(877.4)
CORE EBITDA margin	8.8%	10%	(34.3)%
EBITDA	1,590.7	1,141.2	(851.8)
Profit/(loss) before taxes	196.9	(407.8)	(2,871.2)
Net profit/(loss)	120.7	(365.2)	(2,740.5)

[(1)] Net sales + advertising income.
[(2)] The CORE EBITDA provides the most relevant view on the business and represents an operational KPI excluding the accounting impact resulting from the IFRS 16 Lease Accounting standard. This is achieved by reversing IFRS 16 related profit and loss line items (i.e. the depreciation of right-of-use assets and lease interest) and adding the relevant concession fee owed based on the corresponding concession agreement.

The table below shows the breakdown of the consolidated turnover (net sales and advertising income) generated by Dufry Group in the financial years ended 31 December 2022, 31 December 2021 and 31 December 2020 by geographical area and the relevant percentage on the total consolidated turnover.

(In millions of CHF)	Historical data for the financial year ended 31 December					
	2022	%	2021	%	2020	%
Europe, Middle East and Africa (EMEA)	3,586.0	52.1%	1,723.8	44.0%	1,144.5	44.7%
Asia Pacific	165.9	2.4%	99.0	2.5%	160.0	6.2%
The Americas	2,918.3	42.4%	1,728.5	44.1%	1,141.7	44.6%
Global Distribution Centers[1]	1,511.7	22.0%	1,054.0	26.9%	491.2	19.2%
Total divisions	**8,181.9**	119.0%	**4,605.3**	117.6%	**2,937.4**	114.7%
Eliminations	(1,303.5)	-19.0%	(689.9)	-17.6%	(376.3)	-14.7%
Total	**6,878.4**	100.0%	**3,915.4**	100.0%	**2,561.1**	100.0%

[1] Global Distribution Center have global functions and cannot be allocated to the other segments.

The table below shows the breakdown of the CORE EBITDA of the Dufry Group by geographical area and the relevant percentage on the consolidated turnover in the financial years ended 31 December 2022, 31 December 2021 and 31 December 2020.

(In millions of CHF)	CORE EBITDA for the financial year ended 31 December					
	2022	%	2021	%	2020	%
Europe, Middle East and Africa (EMEA)	407.9	67.3%	394.2	102.1%	(452.4)	51.6%
Asia Pacific	(5.8)	-1.0%	11.5	3.0%	(38.0)	4.3%
The Americas	450.9	74.4%	173.5	45.0%	(190.3)	21.7%
Global Distribution Centers	(180.1)	-29.7%	(152.6)	-39.5%	(107.3)	12.2%
Total Divisions	672.8		426.6		(788.0)	
Unallocated positions	(66.7)	-11.0%	(40.6)	-10.5%	(89.4)	10.2%
Total	**606.2**	**100.0%**	**386.0**	**100.0%**	**(877.4)**	**100.0%**

The table below shows the breakdown of the consolidated net sales generated by Dufry Group in the financial years ended 31 December 2022, 31 December 2021 and 31 December 2020 by Channels and the relevant percentage on the total consolidated net sales.

(In millions of CHF)	Historical data for the financial year ended 31 December					
	2022	%	2021	%	2020	%
Airports	6145.6	91.4%	3,222.8	84.2%	2,132.2	86.1%
Other Channels	575.6	8.6%	604.0	15.8%	354.4	13.9%
Total	**6,721.2**	**100%**	**3,826.8**	**100%**	**2,477.6**	**100%**

For the historical consolidated financial information of the Autogrill Group for the financial year ended 31 December 2022 please refer to Part B, Section II, Chapter 5, of the Exemption Document.

For an overview of the financial information of the New Group as of 31 December 2022, please refer to Part B, Section 1, Paragraph 18 of the Exemption Document.

5.1. Principal activities of the Dufry Group

5.1.1. Description of Dufry's main activities, categories of products sold and services performed

5.1.2.1. Travel Retail

In travel retail, the Group operates all of its retail outlets directly and is responsible for ownership and management of inventory and employees within each store. Travel retail is the retail market place mainly in the travel areas like airport, railways, and cruise liners. Impulse purchases made while waiting for flights/trains at touchpoints, mostly airports, have recently fuelled the worldwide travel retail market.

Retail activities reach across all areas of the travel retail market with operations at airports, on board airlines, cruise lines and seaports, railway stations, downtown tourist locations and border crossings. Developed in collaboration with airport authorities and other landlords, the Group stores are designed to meet the specific requirements of the traveller.

The Group travel retail concepts

Duty-free and "travel retail" is a global industry which specializes in selling products to international travellers. Duty-free store sales are tax-free and exempt from excise duties, on the condition that goods are only sold to travellers who will transport them out of the country. The industry is commonly seen in airports, however, duty-free and travel retail is also available at border shops, onboard cruises and ferries in international waters, and onboard aircrafts during international flights. In some areas, such as non-EU Europe, Australasia, the Middle East, and Latin America, travellers have the option of purchasing duty-free goods upon arrival.

The Group operates a number of retail concepts across its locations, including the following.

- **General Travel Retail.** The Group general travel retail shops are typically located in central areas with high passenger flow, mostly in airports, but also in seaports and other locations.

  In airports, this shop concept can serve either in departure or arrival areas. Every aspect of a shop is tailored to provide travellers with a suitable shop layout and product assortment in order to ensure attractiveness to the respective customer profiles and spending patterns. In the duty-free segment, the shops are operated under the Dufry brand or others including Nuance, World Duty Free and Hellenic Duty Free, among others, or a name combination linking to the specific location, such as Zurich Duty-Free or Stockholm DutyFree.

On the duty-paid side, the Group mostly operates under the brand Dufry Shopping, offering domestic passengers a similar shopping experience to the one offered to international travellers in a classic general travel retail duty-free shop, but in a duty-paid environment instead, with a wide assortment of different product categories and including a similar brand variety. Therefore, these shops offer a large selection of different products and cover a wide range of product categories, including perfumes and cosmetics, food and confectionary, wine and spirits, watches and jewellery, fashion and leather, tobacco goods, souvenirs, electronics and other accessories.

In addition, since 2017 the Group began introducing new generation stores to its general travel retail business. These stores integrate digital technology to increase the level of communication with customers. For example, the Group employs immersive screens that allow for communications to target specific passengers in terms of brands, languages and product promotions. The screens typically show a mix of brand advertising, Dufry promotional campaigns and sense of place videos.

Within general travel retail stores, the Group allocates space to different products and suppliers in order to optimize sales. Space allocations as well as general layout decisions are guided by allocation of promotional opportunities to certain products or brands under the terms of a supply or other agreement with a supplier or manufacturer.

- **Convenience Stores.** The Group's well-known convenience format offers a wide assortment of products that passengers may want or need when traveling, ranging from soft drinks, confectionary, packaged food, travel accessories, electronics, personal items or souvenirs, to classical publication items such as newspapers, magazines and books.

  "Hudson" is the Group's most important brand in the convenience segment with strong customer recognition and it is highly valued by passengers. As "The Traveler's Best Friend", the goal with Hudson is to provide passengers with anything they may need during their journey. Hudson is a successful, very flexible duty-paid concept mainly located at the international and domestic departure or arrival areas of airports, railway stations and other transit areas that was introduced in 2013. Hudson shops are carefully designed and facilitate orientation through whimsical, color-coded signage to attract customers' attention to four distinct selling areas: Media, Marketplace, Essentials and Destination. The newest innovation was in 2021 with the Hudson Nonstop shop which, leveraging Amazon's just-walk-out and Amazon One technologies, allows travellers to enter the store with their credit card or through palm recognition, pick up their travel items, eliminating the need to wait in checkout lines or stopping to pay in-store.

- **Brand Boutiques.** The Group's brand boutiques are a unique tool to increase the appeal of retail spaces, creating a comprehensive shopping mall experience for customers. The Group is a partner of choice for global brands to showcase their products in a singular retail space, mirroring the look and feel of the high street shops of the respective brand. Depending on the location and its traveller's profile, the Group designs these shops as stand-alone boutiques or integrate them as shop-in-shop concepts within its own general travel retail stores. They can be found in either duty-free or duty-paid areas.

  As of 31 December 2022, the Group operated several Brand Boutiques, including for Armani, Burberry, Bally, Bottega Veneta, Bulgari, Cartier, Clarins, Chloe, Coach, Ermenegildo Zegna, Etro, Gucci, Hermès, Hugo Boss, Jimmy Choo, Jo Malone London, Lacoste, La Prairie, Lindt, Loewe, Longchamp, MAC, Mango, MaxMara, MCM, Michael Kors, Montblanc, Omega, Polo Ralph Lauren, Salvatore Ferragamo, Swatch, Swarovski, Tod's, Tory Burch, Tumi, Versace, Victorinox, Victoria's Secret and others.

- **Specialized Stores and Theme Stores.** Specialized stores and theme stores are particular shop concepts where the Group offers a variety of different brands belonging to one specific product category or which convey a sense of place, such as watches & jewellery, sunglasses, electronics, spirits, food or destination products, or where the Group carries a broad product range relating to a special theme. These shops are located in airports, seaports and on board cruise liners as well as in hotels or downtown locations. Examples of the shop concept names include "Colombian Emeralds International", a dedicated watches&jewelry format used in the Caribbean market; "Kids Works" with its wide selection of toys, dolls, games, books and apparel for children and "Tech on the Go", focusing on the needs of the tech-oriented traveller offering electronics and accessories. Further examples are "Sun Catcher" for sunglasses; "World of Whiskies" and "Tequileria" for a selection of finest single malt or blend whiskies and tequilas; "Master of Time" for luxury watches and jewelleries; "Temptation" and "Timebox" for fashion watches and accessories; "Sound&Vision" for multi-brand electronics; "Travel Star" for luggage and travel essential products and finally "Atelier", a women's leather accessories store.

Sales Channels

The Group's travel retail activities are operated through the following sales Channels.

- **Airport Shops.** Dufry's primary sale channel in the travel retail business is airports. More than 91% of net sales for the financial periods covered by the

Exemption Document were generated at airport shops. The Group's principal airport location typically includes at least one general travel retail shop (duty-free or duty-paid) or one convenience store. Depending on the nature of the specific location, the Group may also operate one or more brand boutiques, specialty stores or theme stores at the same location.

The Group operates its duty-free and duty-paid shops mainly through concession agreements with the relevant airport operators. The amounts payable generally combine a variable component which is calculated based upon the revenues of the shops, with a fixed payment which may be a MAG.

As part of operating a concession, the Group may also provide development services to airport authorities whereby it assists in the decision on the commercial unit, advise on allocation of space within the facility or design an entire commercial area.

- **Cruise Line, Ferries and Seaport Stores.** The Dufry Group operates stores on board cruise ships of Norwegian Cruise Line ("NCL"), Carnival Cruise Lines, Pullmantur and Holland America Line, as well as on ferries in the Aegean Sea, the English Channel and the North and Irish Seas. The Group also operates shops at terminals of major cruise lines at destinations such as Grand Turk Island, Bridgetown, in Barbados, La Romana in the Dominican Republic and Cozumel, Mexico. The Dufry Group's cruise terminal and cruise line shops offer a full range of traditional duty-free products as well as brand boutiques and specialized shops that are similar to its airport shops, such as Colombian Emeralds International jewellery stores on the NCL vessels.

  The cruise ships have routes in the Caribbean, the Mexican Riviera, Alaska, Central and South America, Bermuda, Hawaii, Europe and Asia. The cruise ship operations span a broad spectrum of sizes and scopes with various passenger capacities, crew sizes and retail spaces, and the retail opportunities on the ships vary significantly. Americans constitute the majority of passengers with other nationalities, such as Canadian, British and other European passengers, making up for the remainder. Accordingly, the Group maintains a commercial strategy that is flexible enough to account for varied customer preferences in order to maximize its business potential.

- **Railway Station, Downtown Tourist Location, Border Shops and In-flight Retail.** The Dufry Group's operations at railway stations and at downtown tourist locations involve both general travel retail operations and specialized shops, such as convenience stores in Italy's main railway stations and in New York Grand Central Station, Penn Station and Washington Union Station under the Hudson News brand. The downtown tourist shops are located on the Caribbean cruise line circuit and in prime downtown areas such as São Paulo or Rio de Janeiro.

The Dufry Group also operates border stores, such as those located at borders in Mexico, Greece and Nicaragua, which focus on sales of traditional duty-free products such as spirits and tobacco products.

In addition, the Group operates in-flight retail on airlines, assist them in the selection and supply of products and train the airlines' cabin crews.

Finally, in 2021, Dufry opened the Global Duty-Free Plaza at the Mova Mall in Hainan, China, where Dufry collaborates with Alibaba and Hainan Development Holdings to offer customers a comprehensive assortment of around 200 renowned global brands in an attractive shopping environment, which in its final form will cover close to 39,000 square meters of retail space. This is globally the largest single shop location with Dufry participation and offers customers an extensive array of online services tailored to the habits of the mainly Chinese audience.

Products and suppliers

The Group's general stores offer a wide range of products, from traditional duty-free products such as perfumes and cosmetics, spirits and tobacco to fine confectionary and other foods and luxury items offered on a duty-free or duty-paid basis.

The table below shows the percentage of the Group's duty-free and duty-paid net sales for the financial years ended 31 December 2022, 2021 and 2020.

	Year ended 31 December 2022	Year ended 31 December 2021	Year ended 31 December 2020
Duty-free net sales	61.4%	47.9%	55.7%
Duty-paid net sales	38.6%	52.1%	44.3%

The change in mix is primarily a result of the faster recovery of domestic flights compared to international flights, mainly in the U.S.

The mix of products in any store or specific location is customized for that region or store, as determined by the customers' purchasing habits. Therefore, there is an important link between the variety of products and the retail concept employed by the Group at any of its given sites and the travellers' profile in that location.

The table below sets forth the percentage distribution of the Group's net sales by product category and its net sales by product category for the financial years ended 31 December 2022, 2021 and 2020:

(In millions of CHF or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total	2021	In % of Total	2020	In % of Total	2022 vs 2021	%	2021 vs 2020	%
Perfumes and Cosmetics	1,920.2	27.9%	1,176.9	30.1%	774.8	30.3%	743.3	63.2%	402.1	51.9%
Food, Confectionery and Catering	1,441.3	21.0%	833.2	21.3%	480.0	18.7%	608.1	73.0%	353.2	73.6%
Wine and Spirits	1,142.0	16.6%	660.4	16.9%	413.8	16.2%	481.6	72.9%	246.6	59.6%
Luxury goods	572.1	8.3%	309.6	7.9%	283.8	11.1%	262.5	84.8%	25.8	9.1%
Tobacco goods	896.5	13.0%	429.9	11.0%	286.2	11.2%	466.6	> 100,0%	143.7	50.2%
Electronics	183.5	2.7%	102.4	2.6%	61.3	2.4%	81.1	79.2%	41.1	67.0%
Literature and Publications	102.6	1.5%	67.2	1.7%	46.5	1.8%	35.4	52.7%	20.7	44.5%
Other	463.0	6.7%	247.2	6.3%	131.2	5.1%	215.8	87.3%	116.0	88.4%
Total	**6,721.2**	**97.7%**	**3,826.8**	**97.7%**	**2,477.6**	**96.7%**	**2,894.4**	**75.6%**	**1,349.2**	**54.5%**
Advertising income	157.2	2.3%	88.6	2.3%	83.5	3.3%	68.6	77.4%	5.1	6.1%
Turnover	**6,878.4**	**100.0%**	**3,915.4**	**100.0%**	**2,561.1**	**100.0%**	**2,963.0**	**75.7%**	**1,354.3**	**52.9%**

(In millions of Euro or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total	2021	In % of Total	2020	In % of Total	2022 vs 2021	%	2021 vs 2020	%
Perfumes and Cosmetics	1,910.8	27.9%	1,088.6	30.1%	723.9	30.3%	822.2	75.5%	364.7	50.4%
Food, Confectionery and Catering	1,434.3	21.0%	770.7	21.3%	448.5	18.7%	663.5	86.1%	322.3	71.9%
Wine and Spirits	1,136.4	16.6%	610.8	16.9%	386.6	16.2%	525.6	86.0%	224.2	58.0%
Luxury goods	569.3	8.3%	286.4	7.9%	265.2	11.1%	282.9	98.8%	21.2	8.0%
Tobacco goods	892.1	13.0%	397.7	11.0%	267.4	11.2%	494.4	>100,0%	130.3	48.7%
Electronics	182.6	2.7%	94.7	2.6%	57.3	2.4%	87.9	92.8%	37.4	65.4%
Literature and Publications	102.1	1.5%	62.2	1.7%	43.4	1.8%	39.9	64.3%	18.7	43.1%
Other	460.8	6.7%	228.7	6.3%	122.6	5.1%	232.1	>100,0%	106.1	86.6%
Total	**6,688.4**	**97.7%**	**3,539.7**	**97.7%**	**2,314.9**	**96.7%**	**3,148.7**	**89.0%**	**1,224.8**	**52.9%**

Advertising income	156.4	2.3%	82.0	2.3%	78.0	3.3%	74.5	90.9%	3.9	5.0%
Turnover	**6,844.9**	**100.0%**	**3,621.7**	**100.0%**	**2,392.9**	**100.0%**	**3,223.2**	**89.0%**	**1,228.8**	**51.4%**

In the travel retail business, the Group works with over 1,000 suppliers around the world. Within each main product category, the Group maintains key relationships with main international suppliers. The following table sets forth the Group's travel retail business five most important suppliers in 2022, by primary product category:

Product Category	Important Suppliers
Perfumes and Cosmetics	Estee Lauder Travel Retailing, USA Produits Luxe International, France Chanel Parfums, France HFC Prestige Int. Operation, Switzerland Puig Antonio Group, Spain
Food, Confectionary and Catering	Mondelez World Travel Retail LLC, Switzerland Lindt & Spruengli, Switzerland Mars Incorporated, USA Nestlé, Switzerland Ferrero, Germany
Wine and Spirits	Diageo, UK Pernod Ricard World Trade, France LVMH Group, France Bacardi Martini, Bermuda Beam Global Spirits & Wine, USA
Luxury Goods	Luxottica, Italy Colombian Emeralds, USA Hermès, France Bulgari, Italy Compagnie Financiere Richemont, Switzerland
Tobacco Goods	Philip Morris International, Switzerland BAT, British American Tobacco, UK Imperial Tobacco, UK / Reemtsma, Germany Japan Tobacco International, Japan Karelia Group, Germany

The Group's logistics and procurement function works closely with its global suppliers in order to address the requirements of each category and brand to better position its shops.

The Group's logistics operations are centralized in three main platforms: one in Switzerland, serving Europe and Africa, one in Hong Kong, serving Asia Pacific and Middle East and another one in Uruguay, serving the Americas.

5.1.2.2. Travel Food & Beverage

Following the completion of the Transfer, the New Group includes Autogrill, the world's leading provider of travel F&B services ([12]).

As regard the Autogrill Group's main activities, categories of products sold and services performed please refer to Part B, Section II, Chapter 2, of the Exemption Document.

5.1.2. Description of key factors

As regards Dufry's business, in the Offeror's opinion the Group has a number of strengths that give it a competitive advantage in the global travel retail industry, including the following.

Leadership position in a fragmented market.

The Dufry Group is the 4th biggest travel retailer, with a market share of 7.65% in travel retail overall based on financial year ended 31 December 2021 turnover data ([13]). The global travel retail and airport retail market remains fragmented, and while competitors mostly operate within a restricted regional or local footprint, the Dufry Group has extensive experience in operating global travel retail businesses.

The Group global platform and experience in developing new retail facilities in different markets, as well as the ability to introduce high-quality suppliers to new outlets, are competitive advantages when pursuing new concessions and when negotiating with suppliers, as the Group is a travel retail operator capable of offering window displays in over 2,300 locations across the globe.

Furthermore, the Group's customer data – which can be sourced from a worldwide basis – helps it identify customer preferences by nationality with respect to brands, products and responsiveness to marketing campaigns and promotions. This allows the Dufry Group to maximize revenues by optimally structuring product assortment displays and in-store marketing activities.

High quality portfolio benefitting from long-term contracts with high renewal rates and low contract concentration.

The Dufry Group has assembled a high-quality and diversified portfolio of travel retail concessions at attractive locations, with an average remaining term of 5.8 years as of 31 December 2022, as calculated by the weighted average of financial year ended 31 December 2022 turnover contribution of each contract. In 2022, 18.6% of sales were generated from concessions with a remaining term of 10 or more years as of 31

([12]) Source: Autogrill financial report as of 30 June 2022.
([13]) Source: [DFNI Travel Retail Industry Database (pagesuite-professional.co.uk)](#).

December 2022, 23.6% of sales were generated from concessions with a remaining term of between six and nine years as of 31 December 2022, and 57.7% of sales were generated from concessions with a remaining term of between one and five years as of 31 December 2022. Moreover, the geographical diversification of the Group concession portfolio mitigates the risks of local and regional external impacts.

The Group concession portfolio is also not dependent on any individual contract. The largest concession contract represented only 6% of the Group's sales in 2022, and its top 10 contracts represented 28% of the Group's total sales in the same period.

The Group's track record as a successful, high-quality operator is important to its long-term relationships with facility owners. Given that a large portion of concession payments are sales-driven, as a result of the variable component of concession fees, the Group's facility owners benefit from having a strong operator with a proven ability to grow sales. As a result, the Group enjoys high renewal rates for existing concessions and high success rates of winning new concessions. Among the most important contract wins and extensions in 2022, highlights included the extension of the Heathrow concession contract for three years until 2029. Heathrow encompasses 24 of our shops across all terminals, is the largest single location operated by Dufry and annually serves over 80 million passengers (2019 level). Dufry also won the tenders for a five-year duty-paid contract at Chongqing International Airport, China, as well as the Kempegowda International Airport Bengaluru (KIAB), India, with a new fifteen year contract to operate and manage duty-free outlets. Total gross retail space opened during 2022 amounted to 16,536 m2, while 32,722 m2 of retail space were refurbished.

The Group business operating model leverages global scale with local execution, providing it a distinct competitive advantage. Moreover, the Group procures on a global basis, and its integrated procurement and logistics platform provides a key competitive advantage, as it allows to extract the full benefits of the Group's global scale and market position. The Group works with over 1,000 suppliers around the world. Furthermore, a significant portion of the Group's cost base is variable, which provides added resilience to the business.

Well-diversified operations.

As of 31 December 2022, the Dufry Group operated approximately 2,236 stores at approximately 532 locations in 69 countries. The Group is a global business, with geographically diverse operations across Africa, Asia, Central America, the Caribbean, Europe, North America and South America, combining prime operations in developed markets and high-growth emerging markets.

The Group operations are also diversified in terms of the products it sells, with a strong focus on high margin categories. The core product category is Perfumes and

Cosmetics, which represented 39% of net sales in 2022. Further, the Group operates both duty-free and duty-paid shops, catering to different segments of the travel retail market.

Experienced executive management team, multinational workforce and supportive shareholder structure.

The Dufry Group has assembled an experienced executive management team with an average of over 24 years of relevant experience and significant industry and technical knowledge. Most of the members of current management team have been with Dufry since 2006 or were employed by companies it has acquired, such as Hudson, Nuance or World Duty Free.

As of 31 December 2022, the Dufry Group workforce was of approximately 23,779 FTEs which included over 150 nationalities, providing the Group with excellent local knowledge at all of its retail locations.

Furthermore, the Group enjoys a strong shareholder structure which was further strengthened in 2020 with the entrance of new participations Advent International and Alibaba Group, as well as the ongoing support of long-standing shareholders such as GIC Asset Management, Fidelity, FMR LLC, Qatar Investment Authority, Richemont and Norges Bank. Advent and Alibaba Group acquired shareholding in Dufry as a part of its capital increase in October 2020, where Advent International acquired 11.4% of outstanding shares and Alibaba Group 6.1%. Alibaba Group invested a further CHF 69.5 million through the private placement of mandatory convertible notes. The Group has since formed a joint venture with Alibaba Group to partner and develop travel retail in China and enhance digitalization.

Following the completion of the Transfer and the conversion of the Notes, Schema Beta – a wholly owned subsidiary of Edizione – held 30,663,329 Dufry Shares, corresponding to 25.248% of all the registered share capital of Dufry; considering the additional Dufry Shares acquired on the market between the signing of the Combination Agreement and the Closing by Schema Beta, the latter holds a stake of about 27.5% of Dufry's registered share capital ([14]). Following the completion of the Offer, and assuming a 100% Offer take-up rate, and that all the tendering shareholders of Autogrill elect the Share Consideration, Schema Beta will hold approximately 22% of all the registered share capital and voting rights of Dufry. The long-term provisions of the Relationship Agreement underline the commitment of Schema Beta as long-term strategic anchor shareholder supporting the enhanced

([14]) According to Article 10, Paragraph 2, of Dufry's articles of incorporation, as amended by Dufry's extraordinary Shareholders' Meeting held on 31 August 2022, Schema Beta's voting rights are capped at 25.1% of the share capital until 30 June 2029.

strategy of the combined entity, allowing the Group to pursue its integration purposes.

Attention to the travel experience.

Dufry creates a high-quality and holistic travel experiences by adapting and evolving its value proposition with an entirely customer-centric approach based on data insights. Retail space and assortments are adapted and customized to the travellers' needs, while digital engagement initiatives further enhance the overall customer experience along the whole journey.

Traveller profiles and needs are monitored to identify new behaviours and requirements; also demographics and data analysis play a significant role in the business and changes in customer profiles and preferences can occur rapidly. For this reason, Dufry sets high priority on consumer intelligence, extrapolated from internal operational information, regular customer field surveys, monitoring of social media channels and external research. This permanent listening to customers is the base to continuously fine-tune the offering to meet clients' expectations and improve travelling experience.

Competitive advantages resulting from the Transaction

The New Group will focus on enriching the passenger journey based on experience and innovation. In particular, in Dufry's opinion, the New Group:

- is well positioned to provide travelers with a redefined, holistic travel experience that reflects evolving consumer trends. This can be achieved, in Dufry's opinion, through the addition of travel food & beverage and its combination with travel retail, which may generate benefits for customers, suppliers and concession operators alike, by means of, among other things, (i) hybrid and mixed store formats, which expand and mutually enhance the value proposition and the relevance for customers, (ii) additional cross selling and promotion opportunities which can be offered to customers and (iii) increased relevance and reach of loyalty programs which result in a higher attractiveness for customers and an increased number of touchpoints and engagement opportunities for the operators. In this respect, complementing Dufry's portfolio with F&B broadens the Autogrill offering and gives the New Group more contact points with travelers;
- has a complete offer of services and goods, which will increase the chances to be selected by the airports as master concessionaire/terminal manager. In Dufry's opinion, maximizing travel experience can only be achieved through a strong and tight collaboration of travel retail and Food & Beverage operators with airports and brands suppliers. Each of these partners may play a key role: (i) retailers can create attractive shopping environments, tailoring assortments

and services based on refined customer insights and share them with brands, thus allowing them to gain access to an attractive customer segment, and also to innovate on products and experiences and (ii) concession partners may contribute by optimizing space allocation and passenger flows and by accepting and supporting the setup of dynamic shop concepts. In this respect, the integration of service and goods of both travel retail and F&B in the offering of the New Group is capable of guaranteeing the best commercial setup and efficient handling to landlords and airport partners; and

– can benefit from an increased level of diversification by geography, business type and channel, driven by Autogrill's strong position in the highly attractive and resilient U.S. F&B market, as well as its current exposure to the duty-paid market and multi-channel approach.

For further information on the strategic purpose of the Transaction, see Section V, Paragraph 5.1 of the Exemption Document.

5.1.3. Significant new products and services

As of the Date of the Exemption Document, Dufry is partnering with Walker's Shortbread to launch its new global travel retail range, to bring its iconic shortbread to over 55 travel retail sites worldwide. The partnership will develop 19 new products to be launched in April 2023, first in the UK, with a two-month exclusivity period across all UK Dufry sites.

In 2021, Dufry launched the new Hudson Nonstop shop concept, which allows customers to enter the shop by just tapping their credit card, chose from a selection of the traditional travel convenience product assortment and leave the shop without going to the till and without any human interaction. Hudson Nonstop uses Amazon's Just Walk Out technology, which is currently in operation at Chicago Midway International Airport and at Dallas Love Field Airport.

In 2021, Dufry also accelerated the deployment of self-check-out tills, which have been received by the Dufry Group's international customer base in 5 countries with over 100 units in operation across 31 shops.

5.1.4. Dufry Group's business model

Dufry is currently the 4th biggest duty-free and duty-paid retailer by turnover and the only one with a true global presence ([15]). Dufry's business model includes a wide geographic diversification and covers different channels of travel and leisure and is influenced by geography specific, channel related factors and traveller typologies –

([15]) Source: [Annual DFNI Database charts global travel retail's path to recovery (dfnionline.com)]
[DFNI Travel Retail Industry Database (pagesuite-professional.co.uk)]

e.g. domestic versus international destination passengers - which show individual dynamics and different traffic recovery curves. In particular, the reference channels for the Company are represented by airport channel and all other channels (cruise lines, ferries and seaport stores, railway stations, downtown tourist locations, border shops and in-flight retail).

Growth pillars

Dufry has two strategic growth pillars; organic growth and M&A. Within organic growth, the Company successfully extends existing contracts, adds additional retail space in existing locations and wins new concessions contributing to the increase of its global footprint.

Dufry also continues to focus on M&A as it offers the opportunity for strategic add-on acquisitions in travel retail as well as for accessing new travel related markets. M&A often allows both to acquire new markets and concessions with a remaining life-time, which would not be accessible until expiry of the existing contract, and to leverage existing local organization and increasing profitability.

Evaluation of business opportunities

Dufry follows an approach of financial discipline when evaluating new projects and opportunities. Projects are analysed individually on a commercial and financial basis. The many aspects of a project being put together include development potential and analysing initial investment requirements, as well as the expected development of passenger numbers and profile perspectives. Through a strict evaluation of these criteria and a disciplined approach to returns, Dufry ensures that its concession portfolio remains of the highest quality and that each concession offers attractive returns for the Group. This methodology is applied for all project types, irrespective of whether the Group participates in a tender process, engages in direct negotiations with landlords or performs acquisitions.

There are 3 ways of how airport authorities or airport operators grant retail concessions:

1) via a public tender where multiple travel retailers offer their financial bids, their commercial strategy and product assortment. Such tenders are publicly disclosed in newspapers, the internet and the media;

2) via Request for Proposal (RFP) where airport operators have pre-selected the bidding parties and each tender participant competes to the best offer – which is often a mix between financial and commercial considerations;

3) direct negotiation which often takes place bilaterally when a business relation is already existing or the airport – provided that it has no legal or compliance obligation to perform a tender or RFP – approaches a specific operator.

Airport authorities in the United States most often require companies who want to operate concessions to partner with local business partners based on the Airport Concession Disadvantaged Business Enterprise ("ACDBE") regulation. In countries with capital controls, foreign-investment restrictions, political restrictions and strong cultural heritage, Dufry may partner with third parties to win new business opportunities and maintain existing ones. Their understanding of the local market characteristics forms the foundation for a close collaboration with landlords and other local business partners to effectively develop new businesses. Consequently, Dufry's business model contemplates the involvement of local partners. Net profits from these operating subsidiaries attributed to Dufry and to non-controlling interests holders reflect the applicable ownership structure.

<u>Concessions terms</u>

The Dufry Group enters into concession arrangements with operators of airports, seaports, railway stations and other areas to lease and operate shops. The concession providers grant the Group operations the right to sell a pre-defined assortment of products to travellers during the concession period as defined in the respective arrangements.

The arrangements typically define:

- duration;
- nature of remuneration;
- product categories to be sold; and
- location and exterior appearance.

They may comprise one or more shops. The leasehold improvements and installations of these operations are depreciated over the shorter of the useful life of the assets and the duration of the arrangements.

In return for granting the Group the right to operate its concession, authorities, operators or other landlords typically receive a fixed or variable fee that is based on the Group's sales at the concession. Where the concession fees are variable, most concession agreements provide for a MAG that is either a fixed amount or an amount that is variable based upon the number of travellers using the location, retail space used, estimated sales, past results or other metrics. A limited number of the Group's contracts are based on fixed amount.

Certain concessions contain covenants involving limitations on the management of the Group's activities in the relevant areas. Such covenants include, but are not limited to, restrictions on the range of products to be offered for sale and the pricing policy to be applied. Furthermore, the concessions may be unilaterally terminated or modified prior to the end of the original expiration date upon expropriation or annulment by the respective authorities or forfeiture by the Group. Forfeiture may be declared by the authorities if the concessionaire fails to fulfil the terms and conditions set forth in the concession agreement as well as applicable legal and regulatory obligations. Annulment may be declared by the authorities or by courts if the act granting the concession or its terms do not comply with the appropriate legal requirements, such as procurement, antitrust or similar regulations.

The concessions may also be terminated early by authorities, operators or landlords in certain circumstances including, among others:

- assignment, transfer or sub-lease by the Group to third parties, in whole or in part, of the rights or obligations provided for in the relevant agreement;
- a change of control;
- failure by the Group to comply with any of the provisions of the concession agreement;
- use by the Group of the concession area for any purpose other than the object of the agreement;
- entry by the Group into an agreement with a third party with respect to the concession area or services to be explored without applicable grantors' prior approval;
- making of any modification to the facilities without applicable grantors' prior approval;
- default by the Group on the payment of the fees for a period provided for in the relevant agreement;
- failure by the Group to provide services with an adequate quality level or obtain the necessary equipment for the satisfactory rendering of such services;
- the Group becoming a sanctioned party under OFAC or similar sanction regulations; or
- reasons of public interest or safety.

In addition, the exact performance of the main obligations under the concession agreements is sometimes assisted by specific guarantees, mainly in the form of bank guarantees, insurance policies and security deposits.

<u>Products</u>

As a "pure" retailer, Dufry does not develop or produce any products nor private labels. Dufry does not operate any own manufacturing sites and only sells third-party products directly sourced from its brand partners. Dufry operates a centralized global procurement department, which directly manages its supply chain with owners of global brands. Local brands are sourced locally. Dufry's global brand portfolio represents a valuable asset for landlords when it competes for concessions. In cooperation with brand partners, the central procurement teams identify new trends and customer needs to optimize Dufry's assortments. Dufry cooperates closely with airport authorities and brand suppliers on elements including store design, passenger flows and allocation of commercial space.

Shop management

Dufry operates all of its shops and locations by its own; it also operates regional distribution centers and manages inventory and is not operating franchise systems. All merchandise is managed solely by Dufry and all shops are managed by a designated shop manager. The compensation of shop staff – as it is also the case for a majority of Dufry's employees – consists of a base salary plus a variable component based on sales.

5.2. Principal markets of the New Group

The worldwide duty-free and travel retail market, comprising sales through channels principally aimed at travellers, such as shops in airports, ports, railway stations, sales on board aircrafts, ferries and cruise liners, recorded sales of approximately $86 billion for the year ended 31 December 2019 ([16]). The industry has posted strong growth in the years prior to the COVID-19 pandemic, almost doubling in size in the ten years prior to 2019, and growing at a more than 8% CAGR between 1985-2019 ([17]).

5.2.1. The travel retail and F&B market

Travel retail has traditionally been a large and resilient market, in which the New Group will further expand with travel food & beverage (F&B) following the Transaction. Travel retail and travel F&B benefit from captive audiences, with an increasing number of potential customers fueled by a secular growth of the population and travellers. Moreover, the number of air trips per person and the propensity to travel increases in line with GDP growth per capita. Both elements provide a solid base for organic growth.

The air traffic market and the global passenger volumes have historically proven high resilience and strong recovery capabilities against external impacts. With the current

([16]) Dufry elaborations on using data from Allied Market Research "Travel Retail Market Global Opportunity Analysis and Industry Forecast, 2018-2025".

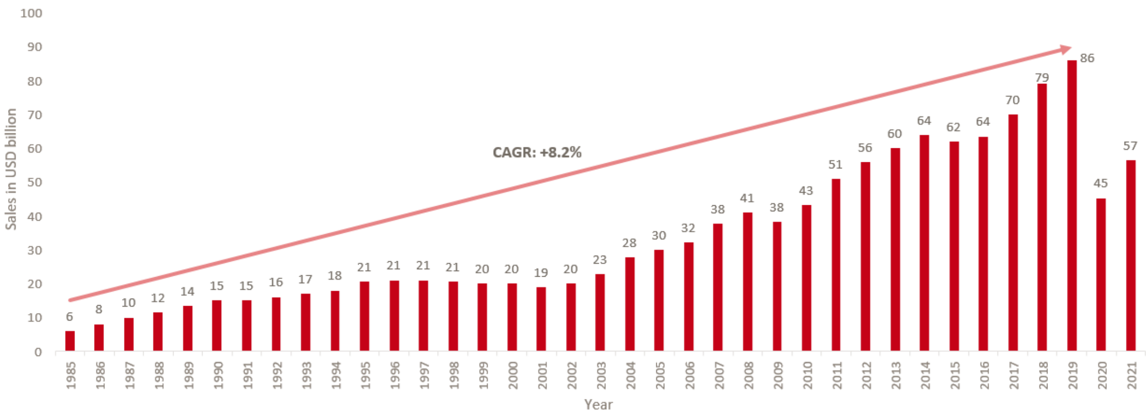
([17]) Dufry elaborations on using data from Allied Market Research "Travel Retail Market Global Opportunity Analysis and Industry Forecast, 2018-2025".

recovery from the COVID-19 pandemic, the Group expects the global traveller volume and the travel retail spend to reach and even surpass 2019 levels as of 2024/25.

The Travel Retail Market

The worldwide duty-free and travel retail market, comprising sales through channels principally aimed at travellers, such as shops in airports, ports, railway stations, sales on board aircrafts, ferries and cruise liners, recorded sales of approximately $86 billion for the year ended 31 December 2019, according to Generation Research ([18]). The industry has posted strong growth in the years prior to the COVID-19 pandemic, almost doubling in size in the ten years prior to 2019, and growing at a more than 8% CAGR over 1985-2019, according to Generation Research. Because 2020 and 2021 were affected by the COVID-19 pandemic, they are excluded from the long-term trend.

Global Travel Retail Evolution (Market Size in USD billions)



Source: Generation Research

In normal trading conditions, travel retail differs significantly from traditional retail. The customer base has a different buying behavior compared to traditional retail and is often characterized by captive customers, who generally have above-average purchasing power and, in most cases, have the time to shop while traveling. From a logistics perspective, travel retail is more demanding: the customer is at the shop only once, with no ability to return in the event of stock shortages. In addition, the stores can often only be accessed by travelers, as such stores are in secured areas regulated by immigration and customs authorities.

In travel retail, customers have access to duty-free or duty-paid shops, depending on their destination.

In general terms, duty-free shops offer goods to international travelers that are exempt from import duties, excise and other taxes. Duty-free shops are typically

([18]) [Annual DFNI Database charts global travel retail's path to recovery (dfnionline.com)]
[DFNI Travel Retail Industry Database (pagesuite-professional.co.uk)]

located in airports, on board aircraft, ferries and cruise lines as well as at international land border crossings. Airports and seaports may offer departure and arrival shops. Duty-free markets differ from domestic markets in that their assortment is geared toward offering strong global brands and high-quality products in a high-end retail environment at attractive prices.

Duty-free departure shops are located in the restricted departure area of international airports or seaports. Customers must be traveling internationally in order to have access to these shops. Purchases made in departure shops are not subject to quantity restrictions, but they may be subject to import restrictions in the country of destination. Import restrictions also apply to purchases made on board.

Similarly, duty-free arrival shops are also located in the restricted arrival areas of international airports or seaports. Customers must be returning from international travel in order to access these shops. The growing demand of arrival shopping is being driven by passengers' preference for convenience and the need to carry fewer items while traveling.

Duty-paid shops are focused on domestic passengers. Standard import duties apply to the products sold in these shops. They are located in both international and domestic airports and train stations.

In recent years, there has been a trend from travel retailers to harness online and other digital technology strategy to enhance their customer proposition, increase customer engagement, and to serve customers from when they plan their trip to the moment they return home. An increasing number of operators offer innovative services such as home delivery, "click & collect", "reserve & collect" and "pick up drop off". A number of these services are particularly well suited for travel retail, where customers often have limited shopping time, by offering a pre-flight online shopping service that may significantly encourage engagement and ultimately spending.

Airport Retail

According to Generation Research Report ([19]), airport retail is the largest sector of the travel retail market. It includes all retail operations in airports (in departures, arrivals, airside and landside).

Airport retail differs from traditional retail in a number of important ways. Unlike the unrestricted access to potential customers that traditional retailers enjoy, airport retailers have a captive audience of potential customers for a limited period before the customers board their aircrafts. In addition, while airport retailers may have more

([19]) Moodie Davitt Report - Global duty free & travel retail sales up +12.9% in 2018, says Generation Research; Airports Council International data limited inventory than traditional retailers, it is generally made up of high-margin, luxury goods.

Travel retail customers also differ from the traditional retail customers. Although travelers' buying behavior may be negatively affected by stress caused by enhanced security checks and the need to reach a departure gate on time, increased security incentivizes travelers to arrive well before their flight departure, which provides more time for shopping. Airport retail customers also generally come from more affluent sectors of the population. Similarly, customers traveling on holiday may feel less constrained and more willing to make impulse purchases.

Concessions and the role of Airport Operators

Airport retail also differs from traditional retail with regard to expenses related to the operation of stores. While fixed rate leases have traditionally been prevalent in traditional high street retail, the terms of an airport retailer's agreement with the relevant airport operator are generally determined by a concession agreement providing for a revenue sharing or variable payments model (in normal trading conditions).

Concessions are generally awarded through a public tender process or pursuant to direct negotiations. As a rule, the airport operator determines the number and type of concessions to be awarded and the respective terms. Terms for the individual concessions, however, may vary considerably from location to location and the scope of the retail or commercial activities.

Concessions may be broken down by assortment (for example, core duty-free shops selling wine and spirits, tobacco, perfumes and cosmetics or specialized stores that sell specific brands and goods) or by physical location (for example, a specific allocation of space within a terminal or rights to operate an entire terminal facility). The airport retailer may also obtain the right to allocate retail space within the facility, or part thereof, subject to the approval of the airport operator. The duration of a concession agreement may vary considerably depending on the location and type of facility, with the industry average being, in the Group's experience, about five to seven years from the time of signing.

In return for granting the retailer the right to operate its concession, normally on an exclusive basis, the airport operator typically receives a variable fee based on the amount of sales at the concession. Fees may also be subject to a minimum guaranteed amount, which may be based on the number of passengers using an airport or other travel channel, the retail space used, current budgets or past results, requiring the retailer to make a payment to the airport operator, regardless of the revenues generated.

F&B Market

With reference to the travel food & beverage market, please refer to Part B, Section II, ChapterCHAPTER 2, Paragraph 2.3 of the Exemption Document.

5.2.2. Competitive position of the New Group

As regards Dufry's travel retail business, the Group competes with a limited number of other major global travel retailers as well as with regional travel retailers for concessions at airports, seaports and other travel related channels. Travel retailers compete primarily on the basis of their experience and reputation in travel retail, including their relationships with suppliers and airport or other authorities, their experience in a particular region, their ability to respond to the needs of an airport authority or other landlords for planning and design advice as well as operational ability, and price, as a concession may be awarded in a tender based upon the highest concession fee offered. In addition, certain travel retailers have a competitive advantage based upon specific local circumstances.

The global travel retail market is highly fragmented and there are a number of regional and local market participants.

In airport retail, the Group's main competitors in Europe are travel retailer Gebrüder Heinemann and the French conglomerate Lagardère Travel Retail. In the Middle East and Asia, the main operators are DFS Group, a subsidiary of LVMH, Ireland-based Aer Rianta International and two Korean conglomerates, Lotte Duty Free and The Shila Duty Free, as well as the standalone operators of Dubai Duty Free and Qatar Duty Free. In the Americas and Caribbean, DFS Group and Lagardère Travel Retail as well as regional retailers such as Duty Free Americas are the main competitors for airport retail concessions.

The below chart shows the top 15 travel retailer rankings in 2021 by turnover (in USD billions) ([20]).

Duty-free sales (USD Billions)					
Rank	**Retailer**	**2021**	**2020**	**%Δ**	**Market share 2021**
1.	CDFG	10.49	7.63	37%	18.96
2.	Lotte	5.2	5.11	2%	9.40
3.	Shilla	5.1	4.57	12%	9.22
4.	Dufry	4.23	2.73	55%	7.65
5.	DFS	3.67	2.51	46%	6.63

([20]) Annual DFNI Database charts global travel retail's path to recovery (dfnionline.com)
DFNI Travel Retail Industry Database (pagesuite-professional.co.uk)

6.	Lagardere	3.43	2.62	31%	6.20
7.	Shinsegae	3.17	2.5	27%	5.73
8.	Heinemann	2.48	1.83	36%	4.48
9.	DFA	1.66	N/A	N/A	3.00
10.	Hyundai	1.43	N/A	N/A	2.58
11.	DDF	0.98	0.697	41%	1.77
12.	3Sixty	0.73	N/A	N/A	1.32
13.	King Power	0.61	0.907	-33%	1.10
14.	ARI	0.55	N/A	N/A	0.99
15.	Whsmith	0.55	N/A	N/A	0.99
Total		55.23	45.51	22%	100

Source: Moodie Davitt Report 2021

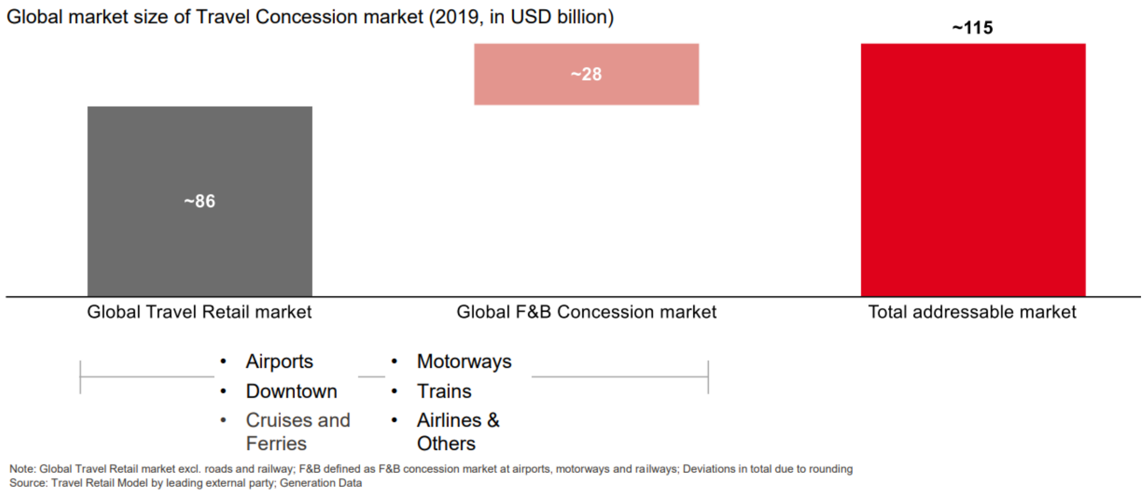
As a result of the proposed Combination with Autogrill and adding a new franchise of food & beverage to the New Group's portfolio, the Dufry Group will not only consolidate Autogrill's revenues (reported as Euro 4,461.4 million for the financial year ended 31 December 2022, of which Euro 4,148.3 million related to Food & Beverage sales) and diversify its risks, but also significantly increase its potential in the travel concession market. Autogrill is the world's leading provider of Food & Beverage services for travellers in terms of revenue ([21]), with recognised leadership in a number of channels and geographic areas, which operates in 30 countries and approximately 774 locations, with a total of approximately 3,300 points of sale ([22]).

In airport travel F&B, Autogrill's main competitors in North America are SSP, Areas, Lagardere Travel Retail, Delaware North and OTG.

The diversity of channels and geographies served allows the New Group to operate effectively in a combined addressable market that is expected to increase by approximately USD 28 billion to a total of USD 115 billion of potential sales, as shown in the following chart.

([21]) Autogrill analysis prepared with the support of a leading strategic consulting firm of international standing.
([22]) 2022 Autogrill Annual Financial Statements.

Global Market Size of Travel Concession Market (2019, in USD Billions)



Also, the increasing presence around the world, through the combination with Autogrill, allows the New Group to further personalise the commercial offer, keep strong relationships with local customers and partners, import and disseminate internationally best commercial practices adopted in local markets, react rapidly and effectively to global changes and identify new opportunities for business expansion, including the opening of new points of sale.

Additionally, Autogrill adds approximately 300 international and local brands, either proprietary or third party, to Dufry offering, making possible to provide an *ad hoc* product offering suitable for travelers' varied needs across the expanded geographic areas of the New Group. The Autogrill's unique commercial offering, supported by a comprehensive portfolio of brands and concepts, will further differentiate the New Group, which will benefit from a deep understanding of the varied customer base and particular attention to consumer trends and purchasing preferences, as well as long track record in the management of points of sale. Autogrill's tailored combination of brands, concepts and products adapted to the related market allows to stand out from its competitors, and develop lasting relationships with consumers over time.

Furthermore, Autogrill broad and long-term portfolio of concessions, as well as the high renewal rate of concession agreements, will further help developing and consolidating lasting relationships with landlords, which also allows to maximise investments in points of sale.

The New Group global geographic footprint will allow for an improved risk profile balancing opportunities for growth, development and exposure to risks while the diversity of portfolio offering allows for a complete commercial offering, capable of satisfying multiple consumer needs by a combination of brands, concepts and products adapted to the related target markets. Specifically, the combined entity will benefit from an increased level of diversification by geography, business type and channel, driven by Autogrill's strong position in the F&B market, as well as its current exposure to the duty paid market and multi-channel approach.

Therefore, by creating an integrated global player across Travel Retail and Travel F&B, the New Group's offering will address 2.3 billion passengers, in more than 75 countries, in approximately 5,500 outlets across approximately 1,200 airports, competing in a large and resilient market, worth approximately $115 billion, with strategically good positioning for growth. The New Group will also benefit from a strong position in the highly attractive and resilient US F&B market, which has proven to recover quicker and to be less volatile than the rest of the world due to the high share of domestic passengers. In this regard, the New Group will be present in more than 100 airports in the US, with a shared presence in 17 of the country's top 20 largest airports.

5.3. Important events in the development of Dufry's business

The Dufry Group traces its origins back to 1865 when the Weitnauer family opened its first tobacco shop in Basel, Switzerland. In 1948, Weitnauer became a duty-free distributor and four years later opened its first duty-free shop with direct sales to continental European customers at Le Bourget Airport in Paris. Subsequent tax free operations were launched at EuroAirport Basel Mulhouse Freiburg in 1962 and at Milan-Linate Airport in 1979. The Dufry brand was adopted in 2003.

In March 2004, a consortium of investors led by certain funds managed by private equity firm Advent International Corporation acquired a 75% interest in Weitnauer's travel retail business. In July 2005, the consortium acquired the remaining 25% of Weitnauer's travel retail business. On 5 December 2005 Dufry became a public company and listed its shares on the SIX Swiss Exchange.

Over the past several years the Group has increased its concession portfolio and expanded into new markets through a series of strategic acquisitions.

- Between 2006 and 2008, the Group acquired Brasif Duty Free Shop and its logistics platform Eurotrade as well as Hudson, an operator of convenience stores, coffee shops and special retail concessions based in North America.
- In August 2011, the Group acquired the entire share capital of several travel retailer companies in South America and Armenia, including Interbaires SA, Navinten SA, Blaicor SA, ADF Shops CISC, and Ecuador Duty Free SA. As a result of the acquisitions, the Group achieved a leading position in the duty-free market in South America.

- Between 2012 and 2015, the Group acquired total and/or controlling shareholdings in several travel retailer companies operating in a wide range of countries both in Europe and the rest of the world, including (i) 51% of the shares of Dufry Staer Holding Group, the main subsidiary of which, Regstaer Ltd, is a travel retailer operating duty-free shops at the airport of Sheremetyevo in Moscow, Russia; (ii) 100% of the Folli Follie Group, a leading travel retailer in Greece, (iii) 100% of Nuance, a leading travel retailer with operations in 19 countries; and (iv) 100% of World Duty Free, an Italian travel retailer company.
- In 2019, the Group acquired (i) through the subsidiary Hudson, the business and assets related to the operation in airport stores in the U.S. of Brookstone, a retail operator that sells innovative products in the categories of travel, wellness, home and entertainment; and (ii) 60% in RegStaer Vnukovo, a travel retail operator of over 30 duty-free and duty-paid shops at Vnukovo, one of the three most important airports in Moscow, Russia.
- between 2018 and 2020, the Group (i) completed the IPO of its North American business under the Hudson Ltd., retaining 57% ownership and 93% voting rights over Hudson and subsequently, as a part of a broader reorganization, acquired the outstanding equity interest in the same company, which was subsequently delisted from the New York Stock Exchange.
- In July 2022, the Group announced its intention to acquire Autogrill, by effecting a share transfer of Edizione's majority stake at an Exchange Ratio of 0.1582781301928567 Dufry Shares for each Autogrill share and a subsequent tender offer for the remaining Autogrill Shares. The closing of the Transfer took place on 3 February 2023. For more information on Autogrill and the Combination, please refer to Part B, Section II and IV of the Exemption Document.
- In accordance with the Combination Agreement, and in consideration for the Transfer of the 50.3% stake in Autogrill to Dufry, Edizione (through its wholly owned subsidiary Schema Beta) received mandatory convertible non-interest bearing notes convertible into an aggregate of 30,663,329 newly issued Dufry Shares, at an implied Exchange Ratio of 0.1582781301928567 new Dufry Shares for each Autogrill Share. Edizione exercised its conversion right following closing of the Transfer and was issued 30,663,329 Dufry Shares (equal to 25.248% of Dufry's registered share capital).

5.4. Strategy and objectives

In September 2022, after announcing the Combination with Autogrill and in anticipation of the future combined entity, the Group announced a new strategy entitled “Destination 2027”. The New Group strategy is crafted based on a deep understanding of its stakeholders’ needs, customer insights and the evolution of current market trends. In this context, the New Group developed its five-year strategy and translated it into a concrete, actionable financial plan that focuses on four main pillars.

Pillar 1: Launch a travel experience revolution by creating – together with brand and landlord partners – a unique, new value proposition for customers.

The new value proposition is based on a customized offering for travellers, including elements of experience, new categories, and exclusive products. The New Group intends to deliver this experience through physical “smart” stores, with a modular concept that allows to customize the offering to different passengers, routes and nationalities, as well as through digital channels, with extensive digital engagement before and after travel, to drive consideration and loyalty. Pushing beyond the boundaries of retail, the travel experience revolution brings together travel retail and food & beverage through the transformative business Combination with Autogrill, which will allow to engage consumers with a broader set of products and a wider range of experiences, providing a platform to make travellers happier during travel.

The New Group intends to drive its unique value proposition through digitalization. Digitalizing the business allows the New Group to approach potential customers in an even more personalized way than ever before and to flexibly adapt in-store communication to changing nationalities and customer profiles. Its characteristics, which allow to considerably increase customer engagement across channels, geographies and sectors, and to serve customers from when they plan their trip to the moment when they return home, are a great asset. Implementing digitalization not only means at the shop front, but also with respect to the whole back-office and support area of the company, where digitalization opens new opportunities to simplify processes and increase efficiency. The collaboration with Alibaba, among other partners, will further accelerate the New Group’s digital initiatives and exemplifies how strategic partnerships will shape the future of travel retail.

The New Group is convinced about the possibilities and opportunities these new technologies offer and have continued to evolve and deploy its digital platforms, which allow to engage more frequently with customers and to provide them with additional services, with the ultimate goal of driving sales. The New Group is driving this evolution with new offerings such as the Hudson Nonstop stores, which combine the signature Hudson shopping experience with Amazon’s Just Walk Out technology. The first two Hudson Nonstop shops, opened at the Dallas Love Field Airport and the Chicago Midway International Airport, allow travellers to enter the store by just inserting or tapping a credit card, pick up their products and quickly exit without any checkout lines.

Normally, customers come to the New Group's stores while they are waiting to board their plane or train, or while they enjoy their stay on a ferry, a cruise liner, in a casino or a hotel. They like strolling through the attractive retail spaces and take away memorable shopping experiences. While sales often are generated by impulse decisions and/or immediate needs, which protect travel retail from the direct competition of online platforms, the goal is to attract more customers to the New Group's stores and provide a superior customer experience that creates additional value through a more efficient business. Thus, the use of digital and online technology is changing the New Group's business in three major areas: how it engages with its customers, how it sells products, and how it organizes its processes internally and in the value chain.

Pillar 2: Continue the journey to diversify the New Group's geographical presence in order to tap into fast-growing markets and hedge against regional economic cycles and shocks.

Diversification has always been a fundamental element of the New Group's strategy, which contributes considerably to minimizing risks and providing consistent growth opportunities. The New Group maintains well-diversified operations across geographies, market sectors and channels. Furthermore, geographic diversification considerably mitigates risks generated by external impacts in single markets or regions. This was widely proven in 2021, when the Group could accelerate the recovery benefitting from the early opening of domestic and intraregional travelling, e.g. with flights in the U.S. or within the EU.

Furthermore, Dufry has also limited exposure to single contracts, as illustrated by the share of individual concessions in the New Group. Diversification by channel and sector widens the scope of the company providing access to all kinds of customer groups and their specific behaviours. In this context, being present in train stations, border shops and downtown locations such as hotels, casinos, leisure resorts and shopping plazas or malls, as well as in the cruise and ferry businesses, represents further potential and growth opportunities.

Building on a strong portfolio of international airport locations and global brands, the New Group continues to expand its footprint, with strong focus on the highly attractive and resilient U.S. market and a dedicated strategy for Asia Pacific, building a team focused on a set of strategic markets in the region and on the fast-growing cohort of the Chinese traveller. In EMEA and the other markets in which the New Group operates, it intends to accelerate its business development process and set clear priorities and targets. The New Group believes that the combination of the travel experience revolution and geographical expansion will drive passenger acquisition, spend per passenger and net new concessions.

The New Group's wide geographic footprint in more than 75 countries and the fine-meshed network of locations and shops is also a unique marketing asset the New Group can offer its brand partners. It allows them to engage directly with a growing number of customers and access to any given mature or emerging market. Today, Dufry is not only a global market leader in travel retail, but also by far the most diversified player in the industry. Dufry has a market share of 7.65% in travel retail overall based on financial year ended 31 December 2021 turnover data.

Pillar 3: Foster a culture of operational improvement to fuel profitability, accelerate cash-flow generation, and reinvest in growth.

The New Group will continue to strive for superior profitability with a logic of Zero-based budgeting, focused on disproportionally allocating resources to activities that make the most impact for the customer, while leveraging technology to simplify work and operations. In addition to budgeting discipline, the New Group intends to systematically and actively manage its portfolio of concessions, with stronger focus on the evaluation of full profitability and cash flow contribution.

Dufry has a disciplined financial approach to all its projects, for both organic growth and any acquisitions. The New Group carefully analyses projects and significant investments with detailed projections and a strong focus on minimum return requirements. This includes a careful assessment of the initial investments required to build and set up the stores as well as the cost structure, profitability and cash flow generation of the business once it is operational and over time. This culture of giving importance to returns and cost control has allowed the New Group to grow its business profitably and capture opportunities in many different markets.

As part of financial risk management, the New Group minimizes business risks by implementing and maintaining a highly variable cost structure. These defensive characteristics help to protect the business in case of downturns, which are usually local and temporary, thus providing a solid and resilient profile. The outbreak and spread of the COVID-19 pandemic in 2020 and the Company's ability to react efficiently and in a timely manner to business disruptions by successfully implementing action plans to protect the business and its liquidity, is an impactful example of the highly variable degree of the Group's cost structure.

Pillar 4: Strive to prioritize environmental, social and governance ("ESG") considerations in all aspects of the business.

Connecting the other three pillars of the strategy, ESG continues to be a defining ambition for the New Group and a strong lighthouse for its day-to-day business, providing a source of inspiration of what to do best for customers, employees, and the world at large.

As a travel retailer, Dufry views addressing climate change not only as a moral obligation, but from a business perspective essential to ensuring business continuity for the long-term. Due to the special nature of the travel retail industry, on top of actively reducing its own footprint, the Dufry Group closely collaborates with third parties, in particular with concession partners, brand suppliers and logistics providers, on reducing the environmental impact of its business in general, and more specifically also contributing to the implementation of recycling processes and waste avoidance, wherever possible.

With reference to the Autogrill, the group in 2021 launched the new ESG "Make It Happen" strategy, which has been further strengthened in 2022, focused on three strategic pillars: "We nurture People", "We offer sustainable Food Experiences" and "We care for the Planet". Each pillar identifies clear and measurable objectives such as: achieving 40-50% of female representation in leadership roles by the end of 2030; reaching 98% of sustainable coffee purchased for proprietary brands by 2025; and reducing greenhouse gas emissions from electricity consumption in the motorway channel by 20-30% by the end of 2030. As of the Date of the Exemption Document, the Autogrill Group is actively implementing actions to reach these targets, which are considered still valid and part the ESG strategy of the New Group. Furthermore, Dufry believes that the measures identified to address Dufry's climate risks also apply to risks related to the business of the Autogrill Group.

Sustainability is an inherent element of the New Group's business strategy. ESG engagement is focused on four key areas, where the New Group wants to have a positive impact within the scope of its stakeholder ecosystem and beyond. These four key areas are customer experience, employee well-being and advancement, protecting the environment through the responsible use of planet's resources and being a trusted partner for all of stakeholders.

As part of the sustainability strategy, the New Group has developed Science Based Target initiative ("**SBTi**") based emission reduction targets to reduce its overall carbon emission footprint going forward. The reduction strategy covering Scope 1 and 2 emissions of the New Group's own operations follow SBTi's 1.5° C pathway and aims at achieving neutrality by 2025. Additionally, the New Group plans to reduce Scope 3 emissions following SBTi's well below the 2° C pathway through tight collaboration and engagement with brand partners and logistics service providers.

As part of the climate strategy implementation, the Group has conducted a comprehensive analysis of its carbon emissions profile in order to define SBTi-based reduction targets covering the global operations and the complete business model. Science-based greenhouse gas emission targets consider the level of decarbonization required to meet the goals of the Paris Agreement, which are to limit global warming to well-below 2° C above pre-industrial levels and pursue efforts to limit global warming to 1.5° C. The emission reduction targets follow the SBTi criteria and recommendations, and the New Group plans to submit its emission reduction targets to SBTi for validation.

For Scope 1 and 2 emissions from its own operations, the New Group follows the SBTi's 1.5° C pathway and aim to achieve climate neutrality by 2025. In order to achieve such results, the New Group assumes that these emissions will be reduced and eliminated by implementing energy efficiency measures at different levels, using green electricity and compensating remaining unavoidable emissions with carbon offsetting initiatives.

For Scope 3 emissions, the New Group aims to follow the well-below 2° C SBTi's pathway with two separate sets of initiatives and objectives:

(i) through supplier engagement programs, which the New Group assumes should ensure that by 2027 its procurement volume will be covered by 50% through suppliers having SBTi validated emission reduction targets;

(ii) through collaboration with its logistics partners, which the New Group assumes should reduce its logistics carbon footprint by 28% by 2030.

In 2021, Dufry has implemented a Sustainable Product Identification System in 171 shops across 128 airports, highlighting those products that are aligned with customers' personal values and which fulfill defined sustainability criteria. The signage created for the purpose is simple and easy to understand and has been designed to highlight and create customer awareness of the various sustainability criteria associated with Dufry´s selection of products. Over 550 products were selected for this experience, with positive response amongst customers. Dufry is currently evaluating customers' feedback and assessing a wider spread of the initiative across other locations.

In order to face the main climate-related risks identified and evaluated so far by the Company, Dufry intends to implement the following responses:

Transitional Risks (Policy & Legal)	–	Business diversification has always been and will continue to be a key strategic element to mitigate risks and drive company growth.
	–	Diversification by geographies, sectors and channels to mitigate the impact of regional or local phenomena.
	–	Dufry has a dedicated shop design strategy to develop sustainable shops with respect to reduced

		energy consumption, use of recyclable materials and circular economy for shop refurbishments.
	–	Dufry is replacing its single-use plastic packagings with sustainable alternatives, where possible.
	–	Cooperation with industry associations to develop sustainable solutions for the industry.
	–	Strong and long-term partnerships with airport authorities and other landlords. Mutual trust and shared objectives with these landlords are key for value creation.
Transitional Risks (Market)	–	Dufry performs customer surveys to early identify potential changes in customer behavior and preferences.
	–	In cooperation with Dufry's brand partners, the central procurement teams identify new trends and customer needs to optimize the assortments.
	–	Enhanced communication activities to support customer make responsible product choices - as has started with Dufry's global sustainable product identification initiative.
	–	Dufry's diversification strategy by geographies, sectors and channels mitigates the impact of regional or local phenomena and the fact of passengers travelling to other destinations.
Physical Risks (Acute and Chronic)	–	Dufry's diversification strategy by geographies, sectors and channels mitigates the impact of regional or local phenomena and the fact of passengers travelling to other destinations. This strategy will continue to be a key strategic element going forward to mitigate risks and drive company growth.
Risks / Opportunities (Reputation)	–	Dufry's ESG strategy covers different aspects of sustainability in a holistic approach. Dufry has defined emission reduction goals and discloses emissions on Scope 1, 2 and 3.

- Dufry has set up main lines of action, which include the continuous assessment of its corporate governance structure and policies, alignment of ESG and business strategies ensuring critical business decisions, ensuring compliance and control and having an open stakeholder dialogue and engagement.
- Dufry has an ESG strategy in place which is also aligned with main ESG objectives of its concession partners and main stakeholders. This places Dufry in a stronger position to obtain new / retain existing concessions.

As a company incorporated under Swiss law, Dufry is not subject to Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088 (so-called "Taxonomy Regulation") and, therefore, the ESG strategy and objectives of the New Group reported above may not be fully compliant with such Regulation.

5.5. Dependence of Dufry's business on patents, licenses, industrial, commercial and financial contracts or new manufacturing processes

In its key markets, as regards Dufry's travel retail business, the Group holds all of the trademarks Dufry, Hudson News, World Duty Free, Nuance, Hellenic Duty Free, Regstaer, Colombian Emeralds, Duty Free Caribbean, Dufry do Brasil or Interbaires.

The Dufry Group's activities are mainly operated pursuant to concessions and sub-concessions granted by airport, highways and railway stations authorities and/or operators or landlords regarding travel retail and food, beverages and confectionery products. The Group principal strategy is to continue to grow by enhancing and expanding its existing facilities and by seeking new concessions through tenders or private negotiations or through acquisition opportunities. In this regard, future growth will depend upon a number of factors, some of which may not be within the Offeror's control, such as the timing of any concession or acquisition opportunity, the ability to identify any such opportunities, structure a competitive proposal, obtain required financing or consummate an offer.

However, the Group concession portfolio is not dependent on any individual contract.

In light of the above, Dufry's business is not dependent on any patents, licenses, industrial, commercial and financial contracts or new manufacturing processes.

The New Group's activities are mainly operated pursuant to concessions and sub-concessions granted by airport, motorways and railway stations authorities, operators or landlords, which are crucial for the New Group business. On this regard it should be noted that at the Date of the Exemption Document the Dufry Group concession portfolio is not dependent on any single contract; the largest concession contract represented 6% of the Dufry Group's sales in 2022, and its top 10 contracts represented 28% of the Group's total sales in the same period.

5.6. Basis of statements on Dufry's competitive position

The information and statements of the Offeror and the Group, through which the Group's competitive position is described, are taken from, or compiled from, third-party sources, as indicated from time to time by footnotes or directly in the reference tables or charts.

5.7. Investments

5.7.1. Investments made

The following table shows investments in property, plant and equipment as well as in intangible assets and goodwill of the Group.

In CHF millions	2022	2021	2020
Leasehold improvements	25.3	15.6	17.4
Buildings	0.0	0.0	0.7
Furniture fixtures	14.7	16.4	11.9
Computer hardware	6.1	2.0	3.9
Vehicles	0.6	0.2	0.0
Work in progress	61.1	38.5	51.1
Total	**107.8**	**72.7**	**85.0**
Concession rights	0	0	0.3
Brands	0.4	0	0
Other	15.5	16.9	17.3
Total	**15.9**	**16.9**	**17.6**
Goodwill	0	0	0
Total	**0.0**	**0.0**	**0.0**

In Euro millions	2022	2021	2020
Leasehold improvements	25.6	15.0	16.1
Buildings	0.0	0.0	0.6
Furniture fixtures	14.9	15.8	11.0
Computer hardware	6.2	1.9	3.6
Vehicles	0.6	0.2	0.0

Work in progress	61.7	37.1	47.3
Total	**108.9**	**70.1**	**78.6**
Concession rights	0.0	0.0	0.3
Brands	0.4	0.0	0.0
Other	15.7	16.3	16.0
Total	**16.1**	**16.3**	**16.3**
Goodwill	0.0	0.0	0.0
Total	**0.0**	**0.0**	**0.0**

Total Investment in tangible assets were CHF 107.8 million (Euro 108.9 million) in 2022 for Dufry Group. For intangible assets in Right-of-Use assets, Brands and Others, total investments were CHF 15.9 million (Euro 16.1 million).

Leasehold improvements and furniture fixtures are mainly related to shop development and shop refurbishment. Leasehold improvements are investments in fixed assets, which are physically attached to a building and to the airport's infrastructure. Furniture fixtures are investments in shop assets and elements, which are movable in nature. Work in progress includes capital expenditures for projects which are not yet complete or operational or for projects where there is a timing mismatch in the development between calendar year and the start of commercial operation.

In 2022, the main investments were North America – recorded as leasehold improvements, work in progress and furniture and fixtures – of approx. CHF 50.3 million (Euro 50.9 million) as various duty-free and duty-paid shops were refurbished and various specialty boutiques were built. For the Americas, which includes North America, Central America and South America, total investments were CHF 62.1 million (Euro 62.8 million) as Dufry signed new concessions contracts at Felipe Ángeles International Airport in Santa Lucia, México, at Recife International Airport in Brazil and at Colorado Springs Airport in the US. Moreover, contract extensions have been achieved at La Romana International Airport and Seaport in the Dominican Republic, at Ontario International Airport in Canada, at Salvador International Airport in Brazil as well as at Birmingham-Shuttlesworth and Harry Reid International Airport in the US. Dufry Group entered into a partnership with Starbucks with the first stores opened at LaGuardia Airport and the Hudson Nonstop travel convenience stores were launched in both Nashville International Airport and Dallas Fort Worth International Airport. Total gross retail space opened in 2022 amounted to 6,923 m^2 while refurbishments reached 11,858 m^2.

Total investments in the EMEA region – recorded as leasehold improvements, work in progress and furniture and fixtures – were CHF 34.3 million (Euro 34.7 million) in 2022 after winning new and extending important contracts. Above all, Dufry successfully extended its Heathrow concession contract for three years until 2029, which is the largest single location operated by Dufry serving over 80 million passengers annually (2019 level). Work in Progress in UK were CHF 11 million (Euro 11.2 million). Furthermore, Dufry secured concessions at Helsinki Airport in Finland, at Sofia International Airport in Bulgaria as well as at Kuwait International Airport.

In 2021, the main investments took place in North America – recorded as leasehold improvements, work in progress and furniture and fixtures – of approx. CHF 32.8 million (Euro 31.6 million) as various duty-free and duty-paid shops were refurbished and various specialty boutiques were built. Apart from the investments in the USA, material investments were performed in Greece (new terminals in Santorini and Mykonos) and Italy (at Milan Linate and Genoa airports).

In 2020, the main investments were performed in a single location in Switzerland of approx. CHF 8.7 million, recorded as leasehold improvements, furniture fixtures and work in progress in the above table. Dufry developed a new concept at the Zurich Airport area called "the Circle". More specifically, Dufry opened its new brand shop called "ANECDOTE" located at the Circle at Zurich Airport, with an offering ranging from global top brands to local premium labels at very attractive prices.

Other material investments were made for shops development and new specialty stores – recorded as leasehold improvements, work in progress and furniture and fixtures – in North America (approx. CHF 24.5 million), Greece, Italy, Spain, Turkey and Serbia. In Serbia, Dufry invested approx. CHF 2.2 million for development works after the extension of the concession contract.

The investments mainly refer to leasehold improvements, furniture and fixtures as well as computer hardware for which there is a firm commitment as contracts have been signed already in 2022. All abovementioned were financed by the use of the Group's available cash or cash generated from operative business.

5.7.2. Investments in progress

The significant investment in progress amount to CHF 69.9 million or Euro 70.6 million and include investments for refurbishment of shops, build of self- check outs, relocation of offices, development of duty paid shops and development in branded shops and for work related to concession and leases which have been won in 2022 as mentioned in Chapter 5.7.1. The investment in progress are mainly related to North America (CHF 44.7 million or Euro 45.2 million), EMEA (CHF 14.0 million or Euro 14.1 million) and South America (CHF 9.8 million or Euro 9.9 million).

From 1 January 2023 until the Date of the Exemption Document, Dufry Group (excluding Autogrill Group as from the Closing Date) recorded investments of CHF 18.8 million (Euro 19.0 million) in the following geographical areas in which the

Group operates: United States for CHF 8.9 million (Euro 9.0 million), Switzerland and Headquarters in Basel for CHF 5.9 million (Euro 5.9 million) (mainly investments in Global IT and Digital Marketing), United Kingdom for CHF 1.7 million (Euro 1.7 million) and Indonesia for CHF 2.3 million (Euro 2.4 million).

All the investments mentioned above are financed by the use of the Group's available cash or cash generated from operative business.

5.7.3. Main investments for which a firm commitment has already been made as of the Date of the Exemption Document

Dufry, which has operated duty-free shops at Kempegowda International Airport Bengaluru (KIAB) since 2008 through its subsidiary Nuance, has secured an additional 15-year contract to operate and manage duty-free outlets in the airport's new Terminal 2. Kempegowda International Airport is the third-biggest airport in India handling over 33 million passengers each year (based on 2019 data) and Terminal 2 has been built to meet increasing passenger traffic in the years to come. Dufry will invest in these new terminal outlets in a 50:50 joint venture with airport operator Bangalore International Airport Limited (BIAL); the contract embraces more than 3,600 m^2 of retail space spread across International Departures and Arrivals in the new terminal.

The joint venture is in line with BIAL's recently adapted commercial strategy based on trust and collaboration, as well as sharing of risks and rewards. To ensure BIAL has equal representation and equal sharing of both risks and rewards, BIAL will be a 50% shareholder in the duty-free joint venture company. The joint venture is not restricted to core duty-free shops and will therefore enable Dufry to also explore opportunities for luxury retail and other formats.

At the Date of the Exemption Document, the Group has not approved an official budget for the aforesaid investment. While there is no formal budget for the joint venture in India, Dufry International AG, acting as joint venture partner, has entered into an agreement to inject CHF 8.5 million (Euro 8.5 million) as equity and security deposit in order to legally incorporate the joint venture in 2023.

Investments considered as for the assumptions on the CAPEX ratio within the Projections (see Part B, Section I, Chapter 11, Paragraph 11.2.3) are already in progress, as described in Paragraph 5.7.2 above, or not subject to any firm commitment yet.

5.7.4. Joint ventures and participations

At the Date of the Exemption Document, Dufry has no joint venture or similar undertakings, which are likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

For more information on the *joint ventures* in which Dufry holds a shareholding, please see pages 233 and 234 of the Financial Report 2022, incorporated by reference in the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129.

5.7.5. Environmental issues and impact on tangible assets

As of the Date of the Exemption Document, the Dufry Group only utilizes tangible assets belonging to third parties and operates these under concession agreements and lease agreements. In the light of the above, there are no environmental issues that may affect Dufry's utilisation of its tangible fixed assets.

CHAPTER 6 ORGANIZATIONAL STRUCTURE

6.1. Description of the New Group

The Offeror is a holding company with the purpose, according to Article 2 of its Articles of Incorporation, to hold, to administer continuously, to sell and to finance participations in companies of all kinds.

Dufry does not belong to any group, except for the group of which Dufry is the parent company.

As of the Date of the Exemption Document – based on the information included in the share register of Dufry, the information provided to Dufry by its shareholders in compliance with the FMIA as well as other information available to Dufry – there are no entities or individuals who can exercise control over Dufry pursuant to Swiss law. Likewise, based on the information referred to above, following the completion of the Offer there will be no entities or individuals who will be able to exercise control over Dufry, pursuant to Swiss Law.

For further information, see Part B, Section I, Chapter 16 of the Exemption Document.

6.2. Description of New Group's companies

The following table summarizes Dufry's directly owned subsidiaries, including name, country of incorporation or residence, the proportion of ownership held and the proportion of voting power held.

#	Name	Country of Incorporation	Shareholding (%)	Voting Rights (%)
1	Dufry International AG	Switzerland	100%	100%
2	Dufry Corporate AG	Switzerland	100%	100%
3	Dufry Holdings & Investments AG	Switzerland	100%	100%
4	Autogrill S.p.A.	Italy	50.315%	50.315%

The following table summarizes Dufry's material subsidiaries indirectly owned, including name, country of incorporation or residence, the proportion of ownership held and the proportion of voting power held, as of 31 December 2022. This table is provided for illustrative purposes only and does not represent all legal entities affiliated with, or all obligations of, the Company and its subsidiaries.

#	Name	Country of Incorporation	Shareholding (%)	Voting Rights (%)
Europe, Middle East, and Africa (EMEA)				
1	ADF Shops CJSC	Armenia	100%	100%
2	Aldeasa Jordan Airports Duty Free Shops Ltd.	Jordan	100%	100%
3	D.d.o.o. Belgrade	Serbia	100%	100%
4	Dufrital S.p.A.	Italy	60%	60%
5	Dufry Basel-Mulhouse AG	Switzerland	100%	100%
6	Dufry East	Russia	100%	100%
7	Dufry France S.A.	France	100%	100%
8	Dufry International AG	Switzerland	100%	100%
9	Dufry Maroc SARL	Morocco	80%	80%
10	Dufry Sharjah FZC	United Arab Emirates	50%	50%
11	Hellenic Distribution S.A.	Greece	100%	100%
12	Hellenic Duty Free Shops S.A.	Greece	100%	100%
13	Nuance BG AD	Bulgaria	50%	50%

14	Nuance Group (Sverige) AB	Sweden	100%	100%
15	Regstaer-SP LLC	Russia	51%	51%
16	RegStaer M Ltd.	Russia	31%%	31%%
17	Sociedad de Distribution Comercial Aeroportuaria de Canarias, S.L.	Spain	60%	60%
18	The Nuance Group AG	Switzerland	100%	100%
19	Urart Gumr. Magaza Isletm. ve Ticaret A.S.	Turkey	100%	100%
20	WDFG UK Limited	UK	100%	100%
21	WDFG Ferries Limited	UK	100%	100%
22	WDFG France SNC, Eurotunnel	France	100%	100%
23	WDFG SA, Kuwait Branch	Kuwait	100%	100%
24	World Duty Free Group Helsinki Ltd.	Finland	100%	100%
25	World Duty Free Group Germany GmbH	Germany	100%	100%
26	World Duty Free Group S.AU.	Spain	100%	100%
Asia Pacific				
27	Dufry (Shanghai) Commercial Co., Ltd	China	100%	100%

28	Dufry Thomas Julie Korea Co. Ltd.	South Korea	45%	45%
29	Nuance Group (Australia) Pty Ltd.	Australia	100%	100%
30	The Nuance Group (HK) Ltd.	Hong Kong	100%	100%
31	The Nuance Group (Macau) Ltd.	China	100%	100%
The Americas				
32	ABC Netherlands LLC	Puerto Rico	100%	100%
33	AMS Canada, Vancouver Int. Airport	Canada	100%	100%
34	Airport Management Services LLC	U.S.A.	100%	100%
35	Aldeasa Chile, Ltd	Chile	100%	100%
36	Alliance Duty Free, LLC	Puerto Rico	100%	100%
37	DFC Ltd – Barbados	Barbados	100%	100%
38	Dufry Aruba N.V.	Aruba	100%	100%
39	Dufry Colombia SAS	Colombia	100%	100%
40	Dufry Cruise Services, Inc.	U.S.A.	100%	100%
41	Dufry do Brasil DF Shop Ltda	Brazil	87%	87%
42	Dufry Jamaica Ltd.	Jamaica	100%	100%

43	Dufry Lojas Francas Ltda	Brazil	87%	87%
44	Dufry Mexico SA de CV	Mexico	100%	100%
45	HG-CV-Epicure-Martinez San Diego, JV	U.S.A.	71%	71%
46	HG Denver JV	U.S.A.	76%	76%
47	HG-KCGI-TEI JFK T8 JV	U.S.A.	85%	85%
48	HG LGA Retailers JV	U.S.A.	79%	79%
49	HG Logan Retailers JV	U.S.A.	80%	80%
50	HG Magic Concourse TBIT	U.S.A.	68%	68%
51	HG Midway JV	U.S.A.	65%	65%
52	HG-Multiplex-Regali Dallas JV	U.S.A.	75%	75%
53	HG National JV	U.S.A.	70%	70%
54	HG PHL Retailers JV	U.S.A.	65%	65%
55	HG SLC Retailers JV	U.S.A.	100%	100%
56	Hudson Cleveland JV	U.S.A.	70%	70%
57	Hudson-NIA JFK T1 JV	U.S.A.	90%	90%
58	Hudson Group Canada Inc.	Canada	100%	100%
59	Hudson Group (HG) Retail, LLC	U.S.A.	100%	100%

60	Hudson Las Vegas JV Hudson News O'Hare JV	U.S.A.	73%	73%
61	JFK Air Ventures II JV	U.S.A.	80%	80%
62	LAX Retail Magic 2 JV	U.S.A.	73%	73%
63	LAX Retail Magic 3-4 JV	U.S.A.	75%	75%
64	Seattle Air Ventures	U.S.A.	75%	75%
65	The Nuance Group (Canada) Inc	Canada	100%	100%
66	WDFG Houston 8 2014 LLC	U.S.A.	60%	60%
67	WDFG LTL ATL JV LLC, Atlanta	U.S.A.	70%	70%
68	WDFG TAC ATL Retail LLC, Atlanta	U.S.A.	86%	86%
69	WDFG Vancouver LP	Canada	100%	100%
70	Interbaires SA	Argentina	100%	100%
71	Inversiones Tunc, SA	Dominican Republic	100%	100%
72	Navinten SA	Uruguay	100%	100%
Global Distribution Centers				
73	Dufry International Ltd.	Switzerland	100%	100%
74	International Operations & Services (HK) Ltd.	Hong Kong	100%	100%

75	International Operations & Services (U.S.) LLC	U.S.	100%	100%
76	International Operations & Services (UY) S.A.	Uruguay	100%	100%
Other Companies				
77	Dufry Financial Services B.V.	Netherlands	100%	100%
78	Dufry One B.V.	Netherlands	100%	100%

At the Date of the Exemption Document, the Offeror controls Autogrill – and therefore, indirectly, Autogrill's subsidiaries – pursuant to Article 2359, paragraph 1, no. 1) of the Italian Civil Code and Article 93 of the CFA. Moreover, Dufry exercises direction and coordination activity over Autogrill pursuant to Article 2497 of the Italian Civil Code.

CHAPTER 7 OPERATING AND FINANCIAL REVIEW

Preamble

This Chapter provides an operating and financial review of the Group, relating to the years ended 31 December 2022, 2021 and 2020.

The information contained in this Chapter has been extracted from:

- the Dufry Group consolidated financial statements for the year ended 31 December 2022 approved by the Board of Directors on 2 March 2023, prepared in accordance with the International Financial Reporting Standards (hereafter "**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and audited by the auditing firm Deloitte AG (hereafter the "Statutory Auditor" or "Deloitte"), which issued its unqualified report on 2 March 2023 (hereafter the "**Dufry Consolidated Financial Statements 2022**");
- the Dufry Group consolidated financial statements for the year ended 31 December 2021 approved by the Board of Directors on 3 March 2022, prepared in accordance with IFRS as issued by the IASB and audited by Deloitte, which issued its unqualified report on 3 March 2022 (hereafter the "**Dufry Consolidated Financial Statements 2021**");
- the Dufry Group consolidated financial statements for the year ended 31 December 2020 approved by the Board of Directors on 4 March 2021, prepared in accordance with IFRS as issued by the IASB and audited by Deloitte, which issued its unqualified report on 8 March 2021 (hereafter the "**Dufry Consolidated Financial Statements 2020**").

This Exemption Document contains financial measures that are not recognized by IFRS. In accordance with the ESMA/2015/1415 guidelines of 5 October 2015 (entered into force on 3 July 2015), non-IFRS measures means those financial, financial borrowing or cash flow performance indicators, historical or prospective, other than those defined or specified in the applicable financial reporting regulations. For further information please see Paragraph 7.1.1 of this Chapter.

It should be noted that the data provided below are expressed in millions of CHF.

7.1. Financial condition

7.1.1. Review of the development and performance of Dufry's business and of its position

In general, turnover is generated by travel-related retail sales and income from advertising, which accounted for 97.7% and 2.3%, respectively, of turnover for the year ended 31 December 2022. Apart from the cost of sales, the main operating expenses are concession fees, personnel costs and other expenses associated with retail operations.

Sales growth has been driven by the combination of organic growth and acquisitions. Organic growth represents the combination of like-for-like growth and growth from new concessions/expansions. Like-for-like growth is based on sales at existing locations and is influenced by:

- *Passenger Flows*: The number of passengers passing through the locations where Dufry operates is the most significant factor influencing sales. Globally, over one billion passengers passed through locations where Dufry operated before the Covid-19 pandemic, though this fell significantly in 2020. Although passenger numbers have been affected by external shocks such as terrorist attacks, wars, pandemics, epidemics and other calamities, passenger growth has historically proven resilient over the long term, and passenger numbers have slowly recovered throughout 2021 and 2022. However, there can be no guarantee if or when passenger numbers will return to pre-COVID-19 levels.

- *Product Pricing*: Traditionally, sales of duty- and tax-free beverages, tobacco, perfumes and cosmetics to international passengers have dominated the travel-related retail industry, with favorable pricing of duty-free products compared to the products of traditional retailers as a key competitive differentiation. In order to drive organic growth, however, pricing strategy reflects a positioning and continuous monitoring of prices, including the pricing policies of suppliers, and targeted marketing of specific products in certain locations.

- *Turnover Productivity*: Productivity may be improved through penetration (i.e., the number of passengers who actually buy products compared to total passengers at the location) and the average spend per customer. Dufry may influence both measures to improve sales, and this can be achieved through infrastructure measures, such as improving the layout, location and accessibility of the shops, and marketing activities, such as signposting inside and outside the stores, product variety, active selling by the sales staff and customer service.

The table below sets forth organic growth, growth in constant currency exchange rates and organic growth for the years ended 31 December 2022, 2021 and 2020:

	As of 31 December			*Changes*	
	2022	2021	2020	2022 vs 2021	2021 vs 2020
	(In percentage)				
Like-for-like	77.9%	39.0%	(67.2%)	99.7%	>100.0%
New concessions, net	(1.8%)	14.2%	(2.6%)	(>100.0%)	>100.0%

Organic growth	76.1%	53.2%	(69.8%)	43.0%	>100.0%
Changes in scope	0.0%	0.0%	0.0%	0.0%	0.0%
Growth in constant FX	76.1%	53.2%	(69.8%)	43.0%	>100.0%
FX impact	(0.4%)	(0.3%)	(1.3%)	33.3%	(76.9%)
Reported growth	75.7%	52.9%	(71.1%)	43.1%	>100.0%

Results of Operations

The following tables set forth the consolidated statement of profit and loss data for the years ended 31 December 2022, 2021 and 2020, indicated in millions of CHF and Euro, showing absolute and percentage changes.

	As of 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Net sales	6,721.2	3,826.8	2,477.6	2,894.4	*75.6%*	1,349.2	*54.5%*
Advertising income	157.2	88.6	83.5	68.6	*77.4%*	5.1	*6.1%*
Turnover	**6,878.4**	**3,915.4**	**2,561.1**	**2,963.0**	***75.7%***	**1,354.3**	***52.9%***
Cost of sales	(2,684.6)	(1,704.4)	(1,183.8)	(980.2)	*57.5%*	(520.6)	*44.0%*
Gross Profit	**4,193.8**	**2,211.0**	**1,377.3**	**1,982.8**	***89.7%***	**833.7**	***60.5%***
Lease (expenses) / income	(1,081.9)	176.4	8.0	(1,258.3)	*(>100.0%)*	168.4	*>100.0%*
Personnel expenses	(997.9)	(635.4)	(716.0)	(362.5)	*57.1%*	80.6	*(11.3%)*
Depreciation and amortization	(1,111.5)	(1,210.0)	(1,648.7)	98.5	*(8.1%)*	438.7	*(26.6%)*
Impairment	(49.3)	(463.3)	(1,193.2)	414.0	*(89.4%)*	729.9	*(61.2%)*
Reversal of impairment	66.2	182.8	0.0	(116.6)	*(63.8%)*	182.8	–
Other expenses	(578.7)	(381.6)	(361.6)	(197.1)	*51.7%*	(20.0)	*5.5%*
Other income	61.7	53.9	33.4	7.8	*14.5%*	20.5	*61.4%*
Operating profit/(loss)	**502.4**	**(66.2)**	**(2,500.8)**	**568.6**	***(>100.0%)***	**2,434.6**	***(97.4%)***
Finance expenses	(350.9)	(364.9)	(385.4)	14.0	*(3.8%)*	20.5	*(5.3%)*
Finance income	68.5	25.9	14.9	42.6	*>100.0%*	11.0	*73.8%*
Foreign exchange gain/(loss)	(23.2)	(2.6)	0.1	(20.6)	*>100.0%*	(2.7)	*(>100.0%)*
Profit/(loss) before taxes	**196.8**	**(407.8)**	**(2,871.2)**	**604.6**	***(>100.0%)***	**2,463.4**	***(85.8%)***
Income tax	(76.2)	42.6	130.7	(118.8)	*(>100.0%)*	(88.1)	*(67.4%)*
Net profit/(loss)	**120.6**	**(365.2)**	**(2,740.5)**	**485.8**	***(>100.0%)***	**2,375.3**	***(86.7%)***

	As of 31 December			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Net sales	6,688.4	3,539.7	2,314.9	3,148.7	*89.0%*	1,224.9	*52.9%*
Advertising income	156.4	82.0	78.0	74.5	*90.9%*	3.9	*5.0%*
Turnover	**6,844.9**	**3,621.7**	**2,392.9**	**3,223.2**	***89.0%***	**1,228.8**	***51.4%***
Cost of sales	(2,671.5)	(1,576.5)	(1,106.0)	(1,095.0)	*69.5%*	(470.5)	*42.5%*
Gross Profit	**4,173.4**	**2,045.1**	**1,286.8**	**2,128.2**	***>100.0%***	**758.3**	***58.9%***
Lease (expenses) / income	(1,076.6)	163.2	7.5	(1,239.8)	*(>100.0%)*	155.7	*>100.0%*
Personnel expenses	(993.0)	(587.7)	(669.0)	(405.3)	*69.0%*	81.2	*(12.1%)*
Depreciation and amortization	(1,106.1)	(1,119.2)	(1,540.4)	13.2	*(1.2%)*	421.2	*(27.3%)*
Impairment	(49.1)	(428.5)	(1,114.8)	379.5	*(88.6%)*	686.3	*(61.6%)*
Reversal of impairment	65.9	169.1	0.0	(103.2)	*(61.0%)*	169.1	–
Other expenses	(575.9)	(353.0)	(337.8)	(222.9)	*63.2%*	(15.1)	*4.5%*
Other income	61.4	49.9	31.2	11.5	*23.2%*	18.7	*59.8%*
Operating profit/(loss)	**500.0**	**(61.2)**	**(2,336.5)**	**561.2**	***(>100.0%)***	**2,275.3**	***(97.4%)***
Finance expenses	(349.2)	(337.5)	(360.1)	(11.7)	*3.5%*	22.6	*(6.3%)*
Finance income	68.2	24.0	13.9	44.2	*>100.0%*	10.0	*72.1%*
Foreign exchange gain/(loss)	(23.1)	(2.4)	0.1	(20.7)	*>100.0%*	(2.5)	*(>100.0%)*
Profit/(loss) before taxes	**195.8**	**(377.2)**	**(2,682.6)**	**573.0**	***(>100.0%)***	**2,305.4**	***(85.9%)***
Income tax	(75.8)	39.4	122.1	(115.2)	*(>100.0%)*	(82.7)	*(67.7%)*
Net profit/(loss)	**120.0**	**(337.8)**	**(2,560.5)**	**457.8**	***(>100.0%)***	**2,222.7**	***(86.8%)***

Turnover

2022 vs 2021

In 2022, turnover increased by 75.7% to CHF 6,878.4 million (Euro 6,844.9 million) from CHF 3,915.4 million (Euro 3,621.7 million) in 2021, primarily due strong demand for travel and travel retail, strong operational performance and supported by robust travel spending, growing demand for leisure due to restriction on tourism eased, and more flexible travel protocols with a strong recovery of -business travel. Like-for-like growth was 77.9% with an organic growth of 76.1%. The translational foreign exchange effect during the period was (0.4)%, mainly due to depreciating EUR/CHF and USD/CHF exchange rates. Turnover increased strongly in EMEA and the Americas whereas Dufry Group generated 23.4 % of its turnover in the United States, compared to 25.5% in 2021, and 14.3% of its turnover in the United Kingdom (compared to 9.7% in 2021).

In 2022, travel retail and air traffic rebounded strongly compared to 2021 and 2020 and Dufry Group resumed business development activities related to (i) official participation in concession tenders at airports and (ii) shop refurbishment and capital investments which contributed to improve like-for-like growth.

2021 vs 2020

In 2021, turnover increased by 52.9% to CHF 3,915.4 million (Euro 3,621.7 million) from CHF 2,561.1 million (Euro 2,392.9 million) in 2020, primarily due to the gradual reopening of stores and recovery from the COVID-19 pandemic with the start of the growth in the demand for leisure travel and the reduction of restrictions. Like-for-like growth contributed 39.0% and net new concessions added 14.2%, which resulted in organic growth of 53.2%. The translational foreign exchange effect during the period was (0.3)%, mainly due to depreciating EUR/CHF and USD/CHF exchange rates.

Turnover by segments

For the year ended 31 December 2020, Dufry operated under the following four geographical segments: (i) Europe, Middle East and Africa (EMEA), (ii) Asia Pacific, (iii) Central and South America and (iv) North America, plus a Distribution Centers business unit. As of January 2021, Dufry consolidated the Central and South America division with the North America division to create a single division, the Americas. As a result, Dufry operated under the following three geographical segments in addition to the Distribution Centers unit: (i) Europe, Middle East and Africa (EMEA), (ii) Asia Pacific and (iii) North America.

The following tables summarize the changes in turnover with external customers for the years ended 31 December 2022, 2021 and 2020, by segment for the segments in use after January 2021 expressed in CHF and Euro.

(In millions of CHF or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total	2021	In % of Total	2020	In % of Total	2022 vs 2021	%	2021 vs 2020	%
Europe, Middle East and Africa (EMEA)	3,586.0	52.1%	1,723.8	44.0%	1,144.5	44.7%	1,862.2	*>100.0%*	579.3	*50.6%*
Asia Pacific	165.9	2.4%	99.0	2.5%	160.0	6.2%	66.9	*67.6%*	(61.0)	*(38.1%)*
The Americas	2,918.3	42.4%	1,728.5	44.1%	1,141.7	44.6%	1,189.8	*68.8%*	586.8	*51.4%*
Global Distribution Centers[1]	1,511.7	22.0%	1,030.3	26.3%	491.2	19.2%	481.4	*46.7%*	539.1	*>100.0%*
Total divisions	**8,181.9**	**119.0%**	**4,581.6**	**117.0%**	**2,937.4**	**114.7%**	**3,600.3**	***78.6%***	**1,644.2**	***56.0%***
Eliminations	(1,303.5)	(19.0%)	(666.2)	(17.0%)	(376.3)	(14.7%)	(637.3)	*95.7%*	(289.9)	*77.0%*
Total	**6,878.4**	**100.0%**	**3,915.4**	**100.0%**	**2,561.1**	**100.0%**	**2,963.0**	***75.7%***	**1,354.3**	***52.9%***

(In millions of Euro or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total	2021	In % of Total	2020	In % of Total	2022 vs 2021	%	2021 vs 2020	%
Europe, Middle East and Africa (EMEA)	3,568.5	52.1%	1,594.5	44.0%	1,069.3	44.7%	1,974.0	*>100.0%*	525.2	*49.1%*
Asia Pacific	165.1	2.4%	91.6	2.5%	149.5	6.2%	73.5	*80.3%*	(57.9)	*(38.7%)*
The Americas	2,904.1	42.4%	1,598.8	44.1%	1,066.7	44.6%	1,305.2	*81.6%*	532.1	*49.9%*
Global Distribution Centers[1]	1,504.3	22.0%	953.0	26.3%	458.9	19.2%	551.3	*57.9%*	494.1	*>100.0%*
Total divisions	**8,142.0**	**119.0%**	**4,237.9**	**117.0%**	**2,744.5**	**114.7%**	**3,904.1**	***92.1%***	**1,493.4**	***54.4%***
Eliminations	(1,297.1)	(19.0%)	(616.2)	(17.0%)	(351.6)	(14.7%)	(680.9)	*>100.0%*	(264.6)	*75.3%*
Total	**6,844.9**	**100.0%**	**3,621.7**	**100.0%**	**2,392.9**	**(100.0%**	**3,223.2**	***89.0%***	**1,228.8**	***51.4%***

[1] Global Distribution Center have global functions and cannot be allocated to the other segments.

2022 vs 2021

Turnover in Europe, Middle East and Africa increased by 108.0% to CHF 3,586.0 million (Euro 3,568.5 million) for the year ended 31 December 2022 from CHF 1,723.8 million (Euro 1,594.5 million) for the year ended 31 December 2021. For the year ended 31 December 2022, the increase of CHF 1,862.2 million (Euro 1,974.0 million) is mainly due the strong organic growth as the region experienced substantial acceleration of the recovery in the Mediterranean, led by Turkey and Greece, while Eastern Europe, the Middle East and Africa also benefitted from growing demand for leisure and more flexible travel protocols. Similar improvements were seen in UK, France, Sweden, Finland, Italy, Spain and Switzerland throughout 2022.

Turnover in Asia Pacific increased by 67.7% to CHF 165.9 million (Euro 165.1 million) in 2022 from CHF 99.0 million (Euro 91.6 million) in 2021, as Dufry's footprint in the region is geared towards international travel, which is still highly impacted. The APAC region was the first impacted and closing borders for inbound and outbound travel had a significant effect on business performance. The majority of the shops in Dufry's Asia-Pacific locations were closed, including Australia, Hong Kong, Indonesia, Malaysia, South Korea, as conditions were not beneficial for international travel. However, organic growth in APAC was 64.8% for the year ended 31 December 2022 as travel restrictions have been gradually lifted and restriction on tourism eased during 2022.

Turnover in the Americas increased by 68.8% to CHF 2,918.3 million (Euro 2,904.1 million) for the year ended 31 December 2022, compared to CHF 1,728.5 million (Euro 1,598.8 million) for the year ended 31 December 2021, and organic growth was 62.7% for the year. Duty-paid business in North America benefited from pick-up demand and increased business travel.

2021 vs 2020

Turnover in Europe, Middle East and Africa increased by 50.6% to CHF 1,723.8 million (Euro 1,594.5 million) for the year ended 31 December 2021 from CHF 1,144.5 million (Euro 1,069.3 million) for the year ended 31 December 2020. Organic growth in the division was 49% for the year ended 31 December 2021. The region experienced substantial acceleration of the recovery in the Mediterranean, led by Turkey and Greece, while Eastern Europe, the Middle East and Africa also benefitted from growing demand for leisure and more flexible travel protocols. Similar improvements were seen in France, Portugal, Italy, Spain and Switzerland throughout 2021, while turnover growth lagged in the UK until travel protocols were eased during the third quarter of 2021.

Turnover in Asia Pacific decreased by 38.1% to CHF 99.0 million (Euro 91.6 million) in 2021 from CHF 160.0 million (Euro 149.5 million) in 2020, as the region was widely impacted throughout the year by severe travel restriction that were implemented by the majority of the governments in the region. Despite the challenging business environment, Dufry opened a duty-free plaza at the Mova Mall in Hainan's capital city of Haikou, which is the largest single retail area with Dufry participation globally, and achieved a five-year extension of the concession in Cambodia for the airports of Phnom Pen, Siem Reap and Sihanoukville, which Dufry expects will help support the recovery of this important market.

Turnover in the Americas increased by 51.4% to CHF 1,728.5 million (Euro 1,598.8 million) for the year ended 31 December 2021, compared to CHF 1,141.7 million (Euro 1,066.7 million) for the year ended 31 December 2020, and organic growth was 53.4% for the year. The Americas experienced the fastest recovery pattern of the Group, which was driven by the early resumption of travel and the pickup of domestic flights within the U.S., as well as intraregional flights towards Mexican and other Central American and Caribbean destinations. In the fourth quarter of 2021, Brazil and Argentina began to recover in line with the reopening of transcontinental flights from the U.S., Canada, Europe and elsewhere, despite challenges faced in the cruise business, which did not begin to reopen until the end of the year.

Net sales by product categories

The tables below show the breakdown of Net sales by product categories for the years 2022, 2021 and 2020 in CHF and Euro:

(In millions of CHF or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total	2021	In % of Total	2020	In % of Total	2022 vs 2021	%	2021 vs 2020	%
Perfumes and Cosmetics	1,920.2	27.9%	1,176.9	30.1%	774.8	30.3%	743.3	63.2%	402.1	51.9%
Food, Confectionery and Catering	1,441.3	21.0%	833.2	21.3%	480.0	18.7%	608.1	73.0%	353.2	73.6%
Wine and Spirits	1,142.0	16.6%	660.4	16.9%	413.8	16.2%	481.6	72.9%	246.6	59.6%
Luxury goods	572.1	8.3%	309.6	7.9%	283.8	11.1%	262.5	84.8%	25.8	9.1%
Tobacco goods	896.5	13.0%	429.9	11.0%	286.2	11.2%	466.6	>100,0%	143.7	50.2%
Electronics	183.5	2.7%	102.4	2.6%	61.3	2.4%	81.1	79.2%	41.1	67.0%
Literature and Publications	102.6	1.5%	67.2	1.7%	46.5	1.8%	35.4	52.7%	20.7	44.5%
Other	463.0	6.7%	247.2	6.3%	131.2	5.1%	215.8	87.3%	116.0	88.4%
Total	**6,721.2**	**97.7%**	**3,826.8**	**97.7%**	**2,477.6**	**96.7%**	**2,894.4**	**75.6%**	**1,349.2**	**54.5%**
Advertising income	157.2	2.3%	88.6	2.3%	83.5	3.3%	68.6	77.4%	5.1	6.1%
Turnover	**6,878.4**	**100.0%**	**3,915.4**	**100.0%**	**2,561.1**	**100.0%**	**2,963.0**	**75.7%**	**1,354.3**	**52.9%**

(In millions of Euro or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total	2021	In % of Total	2020	In % of Total	2022 vs 2021	%	2021 vs 2020	%
Perfumes and Cosmetics	1,910.8	27.9%	1,088.6	30.1%	723.9	30.3%	822.2	75.5%	364.7	50.4%
Food, Confectionery and Catering	1,434.3	21.0%	770.7	21.3%	448.5	18.7%	663.5	86.1%	322.3	71.9%
Wine and Spirits	1,136.4	16.6%	610.8	16.9%	386.6	16.2%	525.6	86.0%	224.2	58.0%
Luxury goods	569.3	8.3%	286.4	7.9%	265.2	11.1%	282.9	98.8%	21.2	8.0%
Tobacco goods	892.1	13.0%	397.7	11.0%	267.4	11.2%	494.4	>100,0%	130.3	48.7%
Electronics	182.6	2.7%	94.7	2.6%	57.3	2.4%	87.9	92.8%	37.4	65.4%
Literature and Publications	102.1	1.5%	62.2	1.7%	43.4	1.8%	39.9	64.3%	18.7	43.1%
Other	460.8	6.7%	228.7	6.3%	122.6	5.1%	232.1	>100,0%	106.1	86.6%
Total	**6,688.4**	**97.7%**	**3,539.7**	**97.7%**	**2,314.9**	**96.7%**	**3,148.7**	**89.0%**		**52.9%**
Advertising income	156.4	2.3%	82.0	2.3%	78.0	3.3%	74.5	90.9%	3.9	5.0%
Turnover	**6,844.9**	**100.0%**	**3,621.7**	**100.0%**	**2,392.9**	**100.0%**	**3,223.2**	**89.0%**		**51.4%**

2022 vs 2021

With respect to product categories, the product mix remained relatively stable with perfumes and cosmetics, food, confectionery and catering and wine and spirits being the predominant categories. In 2022, net sales increased by 75.6% to CHF 6,721.2 million (Euro 6,688.4 million) from CHF 3,826.8 million (Euro 3,539.7 million) in 2021, primarily by growth in Food, Confectionery and Catering, Tobacco goods, Wine and Spirits. Growth rate in those product categories are mainly attributable to the solid business recovery and supported by robust travel spending and continuous lifting of travel restrictions, with easiest travel protocols helping recovery of both business and leisure travel. Leisure travel was dominant with families and young people travelling more frequently. This change in passenger profile vs. traditional business travel benefited food and beverage as well as smaller-packaged items as offered in kiosque-type selling points like Hudson stores. Dufry Group also profited from Brexit as UK tourists, which as a share of customer are already ranking at the higher end, were able to purchase in duty-free areas compared to before Brexit.

2021 vs 2020

With respect to product categories, the product mix remained relatively stable with perfumes and cosmetics, food, confectionery and catering and wine and spirits being the predominant categories. In 2021, net sales increased by 54.5% to CHF 3,826.8 million (Euro 3,539.7 million) from CHF 2,477.6 million (Euro 2,314.9 million) in 2020 mainly due to gradual reopening of stores and recovery from the COVID-19 pandemic with the start of the growth in the demand for leisure travel and the reduction of restrictions, with positive impact of new concession added. Promotional activities increased following the gradual re-opening of airports and demand for travel retail increased generally as a result of pent-up demand after resumption of touristic activities following the global pandemic. Travel from and to UK benefited from Brexit as domestic customers were able benefit from duty-free products.

Net sales by market sector

The Group's general stores offer a wide range of products, from traditional duty-free products such as perfumes and cosmetics, spirits and tobacco to fine confectionary and other foods and luxury items offered on a duty-free or duty-paid basis.

The table below shows the breakdown of Net sales by market sector in 2022, 2021 and 2020 in CHF and Euro:

(In millions of CHF or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total Net Sales	2021	In % of Total Net Sales	2020	In % of Total Net Sales	2022 vs 2021	%	2021 vs 2020	%
Duty-free	3,857.9	57.4%	1,834.4	47.9%	1,379.1	55.7%	2,023.5	>100 %	455.3	33.0 %
Duty-paid	2,863.3	42.6%	1,992.4	52.1%	1,098.5	44.3%	870.9	43.7%	893.9	81.4 %
Total Net Sales	**6,721.2**	**100.0 %**	**3,826.8**	**100.0 %**	**2,477.6**	**100.0 %**	**2,894.4**	**75.6%**	**1,349.2**	**54.5 %**

(In millions of Euro or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total Net Sales	2021	In % of Total Net Sales	2020	In % of Total Net Sales	2022 vs 2021	%	2021 vs 2020	%
Duty-free	3,839.1	57.4%	1,696.8	47.9%	1,288.5	55.7%	2,142.3	>100 %	408.3	31.7 %
Duty-paid	2,849.3	42.6%	1,842.9	52.1%	1,026.3	44.3%	1,006.4	54.6%	816.6	79.6 %
Total Net Sales	**6,688.4**	**100.0 %**	**3,539.7**	**100.0 %**	**2,314.9**	**100.0 %**	**3,148.7**	**89.0%**	**1,224.9**	**52.9 %**

2022 vs 2021

In 2022, net sales increased by 75.6% to CHF 6,721.2 million (Euro 6,688.4 milion) from CHF 3,826.8 million (Euro 3,539.7 million) in 2021. As a proportion of total net sales, duty-free and duty-paid represented 57.4% and 42.6%, respectively, for the year ended 31 December 2022. Duty-paid sales as a proportion of net sales significantly increased by 110.3% in the previous year, mainly driven by the recovery and reopening of duty-free shops and the re-opening of airports due to the and continuous lifting of travel restrictions, with easiest travel protocols helping recovery of both business and leisure travel.

2021 vs 2020

In 2021, net sales increased by 54.5% to CHF 3,826.8 million (Euro 3,539.7 million) from CHF 2,477.6 million (Euro 2,314.9 million) in 2020. As a proportion of total net sales, duty-free and duty-paid represented 47.9% and 52.1% of net sales, respectively, for the year ended 31 December 2021. Duty-paid sales as a proportion of net sales significantly increased compared to 44.3% in the previous year, mainly driven by a faster recovery of domestic flights compared to international flights, mainly in the U.S. The duty-paid sector also has considerable development potential in airports, since the expected growth of domestic passengers – including intra-EU travel – is similar to that for international travelers. All along 2021, this sector has temporarily gained over-proportional importance as domestic travel and flying – due to less travel restrictions – has picked up faster in the recovery phase than international travel. What makes this sector also interesting is the even higher fragmentation than duty-free, thus offering attractive new expansion opportunities.

Net sales by channel

The table below shows the breakdown of Net sales by channel in 2022, 2021 and 2020:

(In millions of CHF or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total Net Sales	2021	In % of Total Net Sales	2020	In % of Total Net Sales	2022 vs 2021	%	2021 vs 2020	%
Airports	6,145.6	91.4%	3,222.8	84.2%	2,132.2	86.1%	2,922.8	90.7%	1,090.6	51.1%
Border, downtown and hotel shops	178.3	2.7%	143.8	3.8%	114.4	4.6%	34.5	24.0%	29.4	25.7%
Cruise liners and seaports	189.5	2.8%	76.3	2.0%	75.5	3.0%	113.2	>100,0%	0.8	1.1%

Railway stations and other	207.8	3.1%	383.9	10.0%	155.5	6.3%	(176.1)	(45.9%)	228.4	>100,0%
Total Net Sales	**6,721.2**	**100.0%**	**3,826.8**	**100.0%**	**2,477.6**	**100.0%**	**2,894.4**	**75.6%**	**1,349.2**	**54.5%**

(In millions of Euro or percentage)	For the financial year ended 31 December						Changes			
	2022	In % of Total Net Sales	2021	In % of Total Net Sales	2020	In % of Total Net Sales	2022 vs 2021	%	2021 vs 2020	%
Airports	6,115.6	91.4%	2,981.0	84.2%	1,992.2	86.1%	3,134.6	>100,0%	988.9	49.6%
Border, downtown and hotel shops	177.4	2.7%	133.0	3.8%	106.9	4.6%	44.4	33.4%	26.1	24.4%
Cruise liners and seaports	188.6	2.8%	70.6	2.0%	70.5	3.0%	118.0	>100,0%	0.0	0.1%
Railway stations and other	206.8	3.1%	355.1	10.0%	145.3	6.3%	(148.3)	(41.8%)	209.8	>100,0%
Total Net Sales	**6,688.4**	**100.0%**	**3,539.7**	**100.0%**	**2,314.9**	**100.0%**	**3,148.7**	**89.0%**	**1,224.9**	**52.9%**

2022 vs 2021

In 2022, net sales in Airports increased by 90.7% to CHF 6,145.6 million (Euro 6,115.6 million) from CHF 3,222.8 million (Euro 2,981.0 million) in 2021. With respect to channels, 91.4% of net sales for the year ended 31 December 2022 were generated at airports, with an increase compared to 84.2% in the prior year, thanks to the continuous lifting of travel restrictions, with easiest travel protocols helping recovery of both business and leisure travel, while railway stations and other channels decreased as a proportion of the total net sales compared to the prior year. Sales in Airports increased in line with leisure travel in typical tourist destination lead by the Caribbean and Mediterranean countries. Due to successful extension and renegotiation of concessions and continued refurbishment of shops Dufry Group managed to increase the square meters in Airports by 843,000m² to 470,424m² which lead to higher exposure to customer traffic and sales capacity. Cruise lines and seaports experience a high growth rate of 148.0% as this sector recovered from an almost closed business during the global pandemic. Railway station decreased as a percentage of sales mainly because of the severe Covid-related travel restrictions in China and Hong Kong. In March 2018, Dufry Group announced a ‘milestone’ victory in its channel diversification strategy after winning the concession to operate duty free stores at Hong Kong's West Kowloon station. The contract for the state-of-the-art railway station serving the Hong Kong mainland and links West Kowloon to the Shenzhen/Hong Kong border. Under the contract, Dufry runs a departures (1,200 square meter) and arrivals (300 square meter) shop selling core beauty, liquor and tobacco, confectionery, fashion and health and wellbeing products. Travel restriction and closure of the shops had a negative impact on the sales level and on the growth rates on those categories.

2021 vs 2020

With respect to channels, 84.2% of net sales for the year ended 31 December 2021 were generated at airports, with a slight decline compared to 86.1% in the prior year, while railway stations and other channels increased as a proportion of the total net sales compared to the prior year. In 2021, 80 % of shops had opened after gradual easing of travel restrictions representing a potential sales capacity of 88 % as compared to 2019.

All along 2021, Dufry has continued to evolve its store portfolio with attractive refurbishments and shop expansions to meet customer expectations at the specific locations. Among others refurbishments to be highlighted are the Rio Galeao Dufry Shopping Megastore (Brazil), at the Pulkovo Airport in St. Petersburg (Russia), the extensive redesign at Milano Linate International Airport (Italy) as well as the completely renewed Brookstone shop concept in the US. In total, Dufry refurbished 19,243 m^2 of retail space in 2021. In terms of product categories, Food, Confectionery and Catering as well as Wine and Spirits benefited most from the gradual re-opening of the domestic travel business where the duty-paid business concept, especially in the USA under Hudson brands, is dominant.

Cost of sales

2022 vs 2021

Cost of sales increased by 57.5% to CHF 2,684.6 million (Euro 2,671.5 million) in the year ended 31 December 2022 from CHF 1,704.4 million (Euro 1,576.5 million) in the year ended 31 December 2021, primarily due to higher retail sales, thanks to the continuous lifting of travel restrictions, with easiest travel protocols helping recovery of both business and leisure travel.

2021 vs 2020

Cost of sales increased by 44% to CHF 1,704.4 million (Euro 1,576.5 million) in the year ended 31 December 2021 from CHF 1,183.8 million (Euro 1,106.0 million) in the year ended 31 December 2020, primarily due to higher retail sales and gradual recovery from the Covid-19 pandemic.

Gross profit

2022 vs 2021

Gross profit increased by 89.7% to CHF 4,193.8 million (Euro 4,173.4 million) in the year ended 31 December 2022 from CHF 2,211.0 million (Euro 2,045.1 million) in 2021, with the gross profit margin increasing by 4.5% and reaching 61.0% from 56.5% in the previous year. The continued improvement is the result of the recovery of retail business and flight traffic from the COVID-19 pandemic as well as tight cost control.

2021 vs 2020

Gross profit increased by 60.5% to CHF 2,211.0 million (Euro 2,045.1 million) in the year ended 31 December 2021 from CHF 1,377.3 million (Euro 1,286.8 million) in the previous year, with the gross profit margin increasing by 2.7% and reaching 56.5% from 53.8% in the previous year. The continued improvement is the result of the recovery of business from the COVID-19 pandemic and tight cost control.

Lease income/expenses

The table below shows the breakdown of lease income/expenses for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Lease expenses	(1,168.9)	(692.2)	(391.8)	(476.7)	*68.9%*	(300.4)	*76.7%*
Lease expenses short term contracts	(15.2)	(3.7)	(3.0)	(11.5)	*>100.0%*	(0.7)	*23.3%*
Lease expenses low value contracts	(0.7)	(0.8)	(0.9)	0.1	*(12.5%)*	0.1	*(11.1%)*
Sublease income from right-of-use assets	10.7	11.8	15.9	(1.1)	*(9.3%)*	(4.1)	*(25.8%)*
Relief of lease obligations	80.2	847.1	380.3	(766.9)	*(90.5%)*	466.8	*>100.0%*
Change in provision for onerous contract	12.0	14.2	7.5	(2.2)	*(15.5%)*	6.7	*89.3%*
Total Lease expenses	**(1,081.9)**	**176.4**	**8.0**	**(1,258.3)**	***(>100.0%)***	**168.4**	***>100.0%***

	Year ended 31 December			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Lease expenses	(1,163.2)	(640.3)	(366.1)	(522.9)	*81.7%*	(274.2)	*74.9%*
Lease expenses short term contracts	(15.1)	(3.4)	(2.8)	(11.7)	*>100.0%*	(0.6)	*22.1%*
Lease expenses low value contracts	(0.7)	(0.7)	(0.8)	0.0	*(5.9%)*	0.1	*(12.0%)*
Sublease income from right-of-use assets	10.6	10.9	14.9	(0.3)	*(2.4%)*	(3.9)	*(26.5%)*
Relief of lease obligations	79.8	783.6	355.3	(703.7)	*(89.8%)*	428.2	*>100.0%*
Change in provision for onerous contract	11.9	13.1	7.0	(1.2)	*(9.1%)*	6.1	*87.4%*
Total Lease expenses	**(1,076.6)**	**163.2**	**7.5**	**(1,239.8)**	***(>100.0%)***	**155.7**	***>100.0%***

2022 vs 2021

Total lease expenses were CHF (1,081.9) million (Euro (1,076.6) million) for the year ended 31 December 2022, compared to a net positive lease effect of CHF 176.4 million (Euro 163.2 million) for the prior year. The change in 2022 is mainly attributable to the business recovery from Covid-19 pandemic, while variable or passenger-based concession fees and lease obligation increased significantly due higher passenger flows. Consequently, Lease expenses rose 69.0% to CHF (1,168.4) million (Euro (1,162.7) million) from CHF (692.2) million (Euro (640.3) million) in 2021. Relief of lease obligations decreased by CHF 766.9 million (Euro 703.7 million) to CHF 80.2 million (Euro 79.8 million) from CHF 847.1 million (Euro 783.6 million) for the year ended 31 December 2021 due to rebound in air traffic and passenger flows and because the main pandemic-related contract renegotiation have taken place in 2021 already.

2021 vs 2020

Lease income/expenses reflected an income of CHF 176.4 million (Euro 163.2 million) for the year ended 31 December 2021, compared to income of CHF 8.0 million (Euro 7.5 million) for the prior year. The change in 2021 is mainly due to COVID-19-related reliefs in respect of Minimum Annual Guarantee (MAG) negotiated with airport authorities and landlords. MAG reliefs refer to waiving fixed rent components and implementing variable concession schemes instead, or to adjusting fixed MAGs to lower passenger numbers, as well as reduced flights and operating hours. Through 31 December 2021, Dufry closed agreements releasing CHF 1,077.9 million (Euro

1,039.1 million) of lease obligations, of which CHF 847.1 million (Euro 816.6 million) were recognized in the 2021 as MAG reliefs, related to the period affected by the pandemic. Of the total MAG reliefs received, CHF 847.1 million (Euro 816.6 million) were accounted as "MAG reliefs" under "lease expenses" in the 2021 Consolidated Financial Statements. The remaining part refers to de-recognition or accounting modifications, leading to lower Depreciation of Right of Use Assets and lower lease interest starting from 2021.

Personnel expenses

The table below shows the breakdown of personnel expenses for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro.

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Salaries and wages	(773.8)	(485.8)	(552.9)	(288.0)	*59.3%*	67.1	*(12.1%)*
Social security expenses	(129.9)	(87.4)	(100.8)	(42.5)	*48.6%*	13.4	*(13.3%)*
Retirement benefits	(12.9)	(14.2)	(11.3)	1.3	*(9.2%)*	(2.9)	*25.7%*
Other personnel expenses	(81.3)	(48.0)	(51.0)	(33.3)	*69.4%*	3.0	*(5.9%)*
Total	**(997.9)**	**(635.4)**	**(716.0)**	**(362.5)**	***57.1%***	**80.6**	***(11.3%)***

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Salaries and wages	(770.0)	(449.4)	(516.6)	(320.7)	*71.4%*	67.2	*(13.0%)*
Social security expenses	(129.3)	(80.8)	(94.2)	(48.4)	*59.9%*	13.3	*(14.2%)*
Retirement benefits	(12.8)	(13.1)	(10.6)	0.3	*(2.3%)*	(2.6)	*24.4%*
Other personnel expenses	(80.9)	(44.4)	(47.7)	(36.5)	*82.2%*	3.3	*(6.8%)*
Total	**(993.0)**	**(587.7)**	**(669.0)**	**(405.3)**	***69.0%***	**81.2**	***(12.1%)***

2022 vs 2021

Personnel expenses were CHF 997.9 million (Euro 993.0 million) in the year ended 31 December 2022 compared to CHF 635.4 million (Euro 587.7 million) in 2021, representing an increase of 57.1%. Total personnel expenses increased primarily due to an increase in Full-time equivalents of 19.3% compared to 2021 as shops continued to re-open and travel retail business strongly recovered from Covid-19 pandemic.

2021 vs 2020

Personnel expenses were CHF 635.4 million (Euro 587.7 million) in the year ended 31 December 2021 compared to CHF 716.0 million (Euro 669.0 million) in 2020, representing a decrease of 11.3%. The decrease is mainly due to the cost-saving measures that were implemented in response to the COVID-19 pandemic.

Depreciation, amortization and impairment

The tables below show the breakdown of Depreciation, amortization and impairment for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	Year ended 31 December			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Depreciation of property, plant and equipment	(112.7)	(138.0)	(166.2)	25.3	(18.3%)	28.2	(17.0%)
Impairment of property, plant and equipment	(1.4)	(73.1)	(37.3)	71.7	(98.1%)	(35.8)	96.0%
Reversal of impairment of property, plant and equipment	0.2	10.1	0.0	(9.9)	(98.0%)	10.1	–
Subtotal property, plant and equipment	**(113.9)**	**(201.0)**	**(203.5)**	**87.1**	**(43.3%)**	**2.5**	**(1.2%)**
Depreciation of right-of-use assets	(818.9)	(837.4)	(1,178.1)	18.5	(2.2%)	340.7	(28.9%)
Impairment of right-of-use assets	(15.0)	(122.2)	(443.1)	107.2	(87.7%)	320.9	(72.4%)
Reversal of impairment of right-of-use assets	48.7	166.3	0.0	(117.6)	(70.7%)	166.3	–
Subtotal right-of-use assets	**(785.2)**	**(793.3)**	**(1,621.2)**	**8.1**	**(1.0%)**	**827.9**	**(51.1%)**
Amortization of intangible assets	(180.0)	(234.6)	(304.4)	54.6	(23.3%)	69.8	(22.9%)
Impairment of intangible assets and goodwill	(32.9)	(268.0)	(712.8)	235.1	(87.7%)	444.8	(62.4%)
Reversal of impairment of intangible assets and goodwill	17.3	6.4	0.0	10.9	>100.0%	6.4	–
Subtotal intangible assets and goodwill	**(195.6)**	**(496.2)**	**(1,017.2)**	**300.6**	**(60.6%)**	**521.0**	**(51.2%)**
Total	**(1,094.7)**	**(1,490.5)**	**(2,841.9)**	**395.8**	**(26.6%)**	**1,351.4**	**(47.6%)**

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Depreciation of property, plant and equipment	(112.2)	(127.6)	(155.3)	15.5	*(12.1%)*	27.6	*(17.8%)*
Impairment of property, plant and equipment	(1.4)	(67.6)	(34.9)	66.2	*(97.9%)*	(32.8)	*94.0%*
Reversal of impairment of property, plant and equipment	0.2	9.3	0.0	(9.1)	*(97.9%)*	9.3	-
Subtotal property, plant and equipment	**(113.3)**	**(185.9)**	**(190.1)**	**72.6**	***(39.0%)***	**4.2**	***(2.2%)***
Depreciation of right-of-use assets	(814.9)	(774.6)	(1,100.7)	(40.3)	*5.2%*	326.1	*(29.6%)*
Impairment of right-of-use assets	(14.9)	(113.0)	(414.0)	98.1	*(86.8%)*	301.0	*(72.7%)*
Reversal of impairment of right-of-use assets	48.5	153.8	0.0	(105.4)	*(68.5%)*	153.8	-
Subtotal right-of-use assets	**(781.4)**	**(733.8)**	**(1,514.7)**	**(47.6)**	***6.5%***	**780.9**	***(51.6%)***
Amortization of intangible assets	(179.1)	(217.0)	(284.4)	37.9	*(17.5%)*	67.4	*(23.7%)*
Impairment of intangible assets and goodwill	(32.7)	(247.9)	(666.0)	215.2	*(86.8%)*	418.1	*(62.8%)*
Reversal of impairment of intangible assets and goodwill	17.2	5.9	0.0	11.3	*>100.0%*	5.9	-
Subtotal intangible assets and goodwill	**(194.6)**	**(459.0)**	**(950.4)**	**264.3**	***(57.6%)***	**491.4**	***(51.7%)***
Total	**(1,089.4)**	**(1,378.7)**	**(2,655.2)**	**289.3**	***(21.0%)***	**1,276.5**	***(48.1%)***

2022 vs 2021

Depreciation, amortization and impairment was CHF 1,094.7 million (Euro 1,089.4 million) in the year ended 31 December 2022, compared to CHF 1,490.5 million (Euro 1,378.7 million) in 2021. The decrease of 26.6% was mainly related to lower impairments on intangible assets and right-of-use assets following a recovery of the travel retail market in 2022. As almost all operations worldwide have been affected in different degrees by the measures taken during the last two years to curb the Covid-19 pandemic, like the reduction of international traffic or requesting passengers a quarantine period deteriorating severally the turnover, as well as increasing the volatility of the projections. As a consequence, the company recognized in 2021 impairments of depreciable or amortizable assets.

2021 vs 2020

Depreciation and amortization was CHF 1,210.0 million (Euro 1,119.2 million) in the year ended 31 December 2021, compared to CHF 1,648.8 million (Euro 1,540.5 million) in 2020. The decrease in total Depreciation, amortization and impairment of 26.6% in 2021 compared to 2020 was primarily due to asset impairments that were recognized in connection with the renegotiation and revaluation of rights-of-use assets and concession contracts in 2020, and to reduced capital expenditures during pandemic.

Other expenses

The tables below show the breakdown of other expenses for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Repairs, maintenance and utilities	(82.7)	(60.5)	(56.9)	(22.2)	*36.7%*	(3.6)	*6.3%*
Credit card expenses	(101.3)	(57.3)	(38.3)	(44.0)	*76.8%*	(19.0)	*49.6%*
Professional advisor expenses	(70.7)	(46.6)	(51.6)	(24.1)	*51.7%*	5.0	*(9.7%)*
Other operational expenses	(25.1)	(35.8)	(30.9)	10.7	*(29.9%)*	(4.9)	*15.9%*
IT expenses	(56.1)	(47.3)	(47.9)	(8.8)	*18.6%*	0.6	*(1.3%)*
Transfer related transaction costs	(20.3)	(1.3)	(12.6)	(19.0)	*>100.0%*	11.3	*(89.7%)*
Office and admin expenses	(22.0)	(19.5)	(20.8)	(2.5)	*12.8%*	1.3	*(6.3%)*
Consulting expenses for projects	(16.7)	(7.0)	(1.1)	(9.7)	*>100.0%*	(5.9)	*>100.0%*
Travel, car, entertainment and representation	(15.2)	(7.8)	(11.0)	(7.4)	*94.9%*	3.2	*(29.1%)*
Advertising expenses	(9.1)	(13.2)	(10.2)	4.1	*(31.1%)*	(3.0)	*29.4%*
Franchise fees and commercial services	(30.1)	(14.5)	(7.1)	(15.6)	*>100.0%*	(7.4)	*>100.0%*
Public relations expenses	(14.2)	(6.0)	(11.3)	(8.2)	*>100.0%*	5.3	*(46.9%)*
Taxes other than Income tax expense	(38.8)	(21.0)	(17.6)	(17.8)	*84.8%*	(3.4)	*19.3%*
Insurances	(17.5)	(10.9)	(14.0)	(6.6)	*60.6%*	3.1	*(22.1%)*
Ancillary premises expenses	(7.4)	(6.5)	(8.4)	(0.9)	*13.8%*	1.9	*(22.6%)*
Freight & packaging material	(45.9)	(22.1)	(18.0)	(23.8)	*>100.0%*	(4.1)	*22.8%*
Bank expenses	(5.6)	(4.3)	(3.9)	(1.3)	*30.2%*	(0.4)	*10.3%*
Total	**(578.7)**	**(381.6)**	**(361.6)**	**(197.1)**	***51.7%***	**(20.0)**	***5.5%***

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Repairs, maintenance and utilities	(82.3)	(56.0)	(53.2)	(26.3)	*47.1%*	(2.8)	*5.3%*
Credit card expenses	(100.8)	(53.0)	(35.8)	(47.8)	*90.2%*	(17.2)	*48.1%*
Professional advisor expenses	(70.4)	(43.1)	(48.2)	(27.3)	*63.2%*	5.1	*(10.6%)*
Other operational expenses	(25.0)	(33.1)	(28.9)	8.1	*(24.6%)*	(4.2)	*14.7%*
IT expenses	(55.8)	(43.8)	(44.8)	(12.1)	*27.6%*	1.0	*(2.2%)*
Transfer related transaction costs	(20.2)	(1.2)	(11.8)	(19.0)	*>100.0%*	10.6	*(89.8%)*
Office and admin expenses	(21.9)	(18.0)	(19.4)	(3.9)	*21.4%*	1.4	*(7.2%)*
Consulting expenses for projects	(16.6)	(6.5)	(1.0)	(10.1)	*>100.0%*	(5.4)	*>100.0%*
Travel, car, entertainment and representation	(15.1)	(7.2)	(10.3)	(7.9)	*>100.0%*	3.1	*(29.8%)*
Advertising expenses	(9.1)	(12.2)	(9.5)	3.2	*(25.8%)*	(2.7)	*28.1%*
Franchise fees and commercial services	(30.0)	(13.4)	(6.6)	(16.5)	*>100.0%*	(6.8)	*>100.0%*
Public relations expenses	(14.1)	(5.5)	(10.6)	(8.6)	*>100.0%*	5.0	*(47.4%)*
Taxes other than Income tax expense	(38.6)	(19.4)	(16.4)	(19.2)	*98.8%*	(3.0)	*18.1%*
Insurances	(17.4)	(10.1)	(13.1)	(7.3)	*72.7%*	3.0	*(22.9%)*
Ancillary premises expenses	(7.4)	(6.0)	(7.8)	(1.4)	*22.5%*	1.8	*(23.4%)*
Freight & packaging material	(45.7)	(20.4)	(16.8)	(25.2)	*>100.0%*	(3.6)	*21.6%*
Bank expenses	(5.6)	(4.0)	(3.6)	(1.6)	*40.1%*	(0.3)	*9.2%*
Total	**(575.9)**	**(353.0)**	**(337.8)**	**(222.9)**	***63.2%***	**(15.1)**	***4.5%***

2022 vs 2021

Other expenses increased to CHF 578.7 million (Euro 575.9 million) for the year ended 31 December 2022, as compared to CHF 381.6 million (Euro 353.0 million) in 2021. The increase of 52.0% is attributable to higher variable expenses related to the gradual recovery of net sales from the COVID-19 pandemic, mainly from increased credit card expenses, Freight & packaging material as well as Taxes other than Income taxes (VAT expenses, Sales Taxes and Excise Taxes of CHF 17.8 million (Euro 18.0 million) and higher acquisition-related transaction costs of CHF 19.0 million (Euro 19.2 million) related to business combination transactions. Transfer-related transaction costs of CHF 20.3 million (Euro 20.5 million) in 2022 are related to the combination of Autogrill and included expenses and accruals for Legal, Advisory and M&A fees.

2021 vs 2020

Other expenses increased to CHF 381.6 million (Euro 353.0 million) for the year ended 31 December 2021, as compared to CHF 361.6 million (Euro 337.8 million) in 2020. The increase of 5.5% reflects higher variable expenses related to the gradual recovery of net sales from the COVID-19 pandemic, mainly from increased credit card expenses.

Other income

The tables below show the breakdown of other income for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Sales tax recovery	0.0	0.0	6.6	0.0	–	(6.6)	*(100.0%)*
Selling income	41.2	16.4	9.6	24.8	*>100,0%*	6.8	*70.8%*
Other operating income	20.5	37.5	17.2	(17.0)	*(45.3%)*	20.3	*>100,0%*
Total	**61.7**	**53.9**	**33.4**	**7.8**	***14.5%***	**20.5**	***61.4%***

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Sales tax recovery	0.0	0.0	6.2	0.0	–	(6.2)	*(100.0%)*
Selling income	41.0	15.2	9.0	25.8	*>100,0%*	6.2	*69.1%*
Other operating income	20.4	34.7	16.1	(14.3)	*(41.2%)*	18.6	*>100,0%*
Total	**61.4**	**49.9**	**31.2**	**11.5**	***23.2%***	**18.7**	***59.8%***

2022 vs 2021

Other income increased by 14.5 % to CHF 61.7 million (Euro 61.4 million) for the year ended 31 December 2022, as compared to CHF 53.9 million (Euro 49.9 million) in 2021, mainly due higher selling income. In 2022, selling income includes government support of CHF 10.0 million (Euro 10.0 million) in Switzerland and is mainly influenced by higher credit card sales. The government support was in form of "hardship money" ("Härtefallgeld") and was not accounted as Covid-loan (equal to CHF 17.8 million (Euro 16.5 million) for the year ended 31 December 2021).

2021 vs 2020

Other income increased by 61.4% to CHF 53.9 million (Euro 49.9 million) for the year ended 31 December 2021, as compared to CHF 33.4 million (Euro 31.2 million) in 2020. Other operating income included government support of CHF 17.8 million (Euro 16.5 million).

Operating profit/(loss)

2022 vs 2021

As a result of the foregoing, operating profit was CHF 502.4 million (Euro 500.0 million) for the year ended 31 December 2022, compared to an operating loss of CHF (66.2) million (Euro (61.2) million) in the year ended 31 December 2021 mainly due a 75.7% increase in turnover and tight cost control.

2021 vs 2020

As a result of the foregoing, operating loss was CHF (66.2) million (Euro (61.2) million) for the year ended 31 December 2021, compared to an operating loss of CHF (2,500.8) million (Euro (2,336.5) million) in the year ended 31 December 2020.

Finance income, finance expenses and foreign exchange gain/(loss), net

The tables below show the breakdown of Finance income, finance expenses and foreign exchange gain/(loss) for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	For the year ended 31 December			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Finance Income							
Income on Financial Assets							
Interest income on current deposits	28.0	11.0	22.5	17.0	>100.0%	(11.5)	(51.1%)
Interest income on 3rd party loans	2.5	4.6	0.0	(2.1)	(45.7%)	4.6	–
Other financial income	24.7	5.8	13.0	18.9	>100.0%	(7.2)	(55.4%)
Interest income on financial assets	**55.2**	**21.4**	**35.5**	**33.8**	**>100.0%**	**(14.1)**	**(39.7%)**
Income on non-financial assets				0.0	–	0.0	–
Interest income	**0.1**	**0.0**	**0.1**	**0.1**	**–**	**(0.1)**	**(100.0%)**
Income from financial investments and associates				0.0	–	0.0	–

Share of result in associates	10.7	3.0	(25.4)	7.7	>100.0%	28.4	(>100.0%)
Gain on disposal of financial investments	2.6	1.5	4.7	1.1	73.3%	(3.2)	(68.1%)
Income from financial investments and associates	**13.3**	**4.5**	**(20.7)**	**8.8**	**>100.0%**	**25.2**	**(>100.0%)**
Total finance income	**68.5**	**25.9**	**14.9**	**42.6**	**>100.0%**	**11.0**	**73.8%**
Finance costs				0.0	–	0.0	–
Expenses on financial liabilities				0.0	–	0.0	–
Interest expense	(284.6)	(250.2)	(325.5)	(34.4)	13.7%	75.3	(23.1%)
of which bank interest	(130.5)	(113.0)	(134.0)	(17.5)	15.5%	21.0	(15.7%)
of which bank commitment fees	(12.8)	(12.8)	(1.4)	0.0	–	(11.4)	>100.0%
of which bank guarantees commission expense	(5.0)	(5.0)	(4.0)	0.0	–	(1.0)	25.0%
of which lease interest	(127.6)	(109.8)	(178.7)	(17.8)	16.2%	68.9	(38.6%)
of which related to other financial liabilities	(8.7)	(9.6)	(7.4)	0.9	(9.4%)	(2.2)	29.7%
Amortization / write off of arrangement fees and waiver fees	(18.3)	(18.6)	(13.1)	0.3	(1.6%)	(5.5)	42.0%
Impairment on other financial assets	(2.6)	(45.0)	(23.8)	42.4	(94.2%)	(21.2)	89.1%
Other finance costs	(45.4)	(49.1)	(16.9)	3.7	(7.5%)	(32.2)	>100.0%
Interest expense on financial liabilities	**(350.9)**	**(362.9)**	**(379.3)**	**12.0**	**(3.3%)**	**16.4**	**(4.3%)**
Expenses on non-financial liabilities							
Interest expense	0.0	(2.0)	(6.1)	2.0	(100.0%)	4.1	(67.2%)
Interest and other finance costs	**0.0**	**(2.0)**	**(6.1)**	**2.0**	**(100.0%)**	**4.1**	**(67.2%)**
Total finance expense	**(350.9)**	**(364.9)**	**(385.4)**	**14.0**	**(3.8%)**	**20.5**	**(5.3%)**
Total Foreign exchange gain / (loss)	(23.2)	(2.6)	0.1	(20.6)	>100.0%	(2.7)	(>100.0%)
Total Net Finance Costs	**(305.6)**	**(341.6)**	**(370.4)**	**36.0**	**(10.5%)**	**28.8**	**(7.8%)**

	For the year ended 31 December			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Finance Income							
Income on Financial Assets							
Interest income on current deposits	27.9	10.2	21.0	17.7	>100.0%	(10.8)	(51.6%)
Interest income on 3rd party loans	2.5	4.3	0.0	(1.8)	(41.5%)	4.3	–

Other financial income	24.6	5.4	12.1	19.2	>100.0%	(6.8)	(55.8%)
Interest income on financial assets	**54.9**	**19.8**	**33.2**	**35.1**	**>100.0%**	**(13.4)**	**(40.3%)**
Income on non-financial assets							
Interest income	**0.1**	**0.0**	**0.1**	**0.1**	**-**	**(0.1)**	**(100.0%)**
Income from financial investments and associates							
Share of result in associates	10.7	2.8	(23.7)	7.9	>100.0%	26.5	(>100.0%)
Gain on disposal of financial investments	2.6	1.4	4.4	1.2	86.5%	(3.0)	(68.4%)
Income from financial investments and associates	**13.3**	**4.2**	**(19.3)**	**9.1**	**>100.0%**	**23.5**	**(>100.0%)**
Total finance income	**68.1**	**24.0**	**13.9**	**44.2**	**>100.0%**	**10.0**	**72.1%**
Finance costs							
Expenses on financial liabilities							
Interest expense	(283.2)	(231.4)	(304.1)	(51.8)	22.4%	72.7	(23.9%)
of which bank interest	(129.9)	(104.5)	(125.2)	(25.3)	24.2%	20.7	(16.5%)
of which bank commitment fees	(12.7)	(11.8)	(1.3)	(0.9)	7.6%	(10.5)	>100.0%
of which bank guarantees commission expense	(5.0)	(4.6)	(3.7)	(0.4)	7.6%	(0.9)	23.8%
of which lease interest	(127.0)	(101.6)	(167.0)	(25.4)	25.0%	65.4	(39.2%)
of which related to other financial liabilities	(8.7)	(8.9)	(6.9)	0.2	(2.5%)	(2.0)	28.4%
Amortization / write off of arrangement fees and waiver fees	(18.2)	(17.2)	(12.2)	(1.0)	5.8%	(5.0)	40.6%
Impairment on other financial assets	(2.6)	(41.6)	(22.2)	39.0	(93.8%)	(19.4)	87.2%
Other finance costs	(45.2)	(45.4)	(15.8)	0.2	(0.5%)	(29.6)	>100.0%
Interest expense on financial liabilities	(349.2)	(335.7)	(354.4)	(13.5)	4.0%	18.7	(5.3%)
Expenses on non-financial liabilities							
Interest expense	0.0	(1.8)	(5.7)	1.8	(100.0%)	3.8	(67.5%)
Interest and other finance costs	**0.0**	**(1.8)**	**(5.7)**	**1.8**	**(100.0%)**	**3.8**	**(67.5%)**
Total finance expense	**(349.2)**	**(337.5)**	**(360.1)**	**(11.7)**	**3.5%**	**22.6**	**(6.3%)**
Total Foreign exchange gain / (loss)	(23.1)	(2.4)	0.1	(20.7)	>100.0%	(2.5)	(>100.0%)
Total Net Finance Costs	**(304.1)**	**(316.0)**	**(346.1)**	**11.8**	**(3.7%)**	**30.1**	**(8.7%)**

2022 vs 2021

Finance income, finance expenses and foreign exchange gain/(loss), net decreased by 10.5% to CHF (305.6) million (Euro (304.1) million) for the year ended 31 December 2022, from an expense of CHF (341.6) million (Euro (316.0) million) in 2021, mainly driven by higher Finance income from financial investments, interest-bearing assets and share results of associates, partly offset by an increase of 16.2% of lease interest. Share result of associates include a positive impact of CHF 10.7 million (Euro 10.6 million) from the dissolution of a joint venture in Portugal.

2021 vs 2020

Finance income, finance expenses and foreign exchange gain/(loss), net decreased decreased by 7.8% to CHF (341.6) million (Euro (316.0) million) for the year ended 31 December 2021, from an expense of CHF (370.4) million (Euro (346.1) million) in 2020, mainly driven by lower interest expense due to the refinancing of credit facilities with Senior Notes due 2026 and Senior Notes due 2028 and various renegotiations of concession contracts that caused less interest expense to be recognized under IFRS 16. Finance costs in 2021 included incentives for early conversion of bonds of CHF (28.8) million (Euro (26.6) million).

Income taxes

The tables below show the breakdown of income taxes for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Current Income tax income/(expense)	(73.1)	(48.1)	35.1	(25.0)	*52.0%*	(83.2)	*(>100.0%)*
of which corresponding to the current period	(79.7)	(44.5)	9.9	(35.2)	*79.1%*	(54.4)	*(>100.0%)*
of which adjustments recognized in relation to prior years	6.6	(3.6)	25.2	10.2	*(>100.0%)*	(28.8)	*(>100.0%)*
Deferred Income tax income/(expense)	(3.1)	90.7	95.6	(93.8)	*(>100.0%)*	(4.9)	*(5.1%)*
of which related to the origination or	(23.7)	95.6	136.9	(119.3)	*(>100.0%)*	(41.3)	*(30.2%)*

reversal of temporary differences							
of which adjustments recognized in relation to prior years	23.1	32.5	(30.9)	(9.4)	*(28.9%)*	63.4	*(>100.0%)*
of which relates to foreign exchange movements	(2.5)	(7.3)	(11.5)	4.8	*(65.8%)*	4.2	*(36.5%)*
of which adjustments due to change in tax rates	0.0	(30.1)	1.1	30.1	*(100.0%)*	(31.2)	*(>100.0%)*
Total	**(76.2)**	**42.6**	**130.7**	**(118.8)**	***(>100.0%)***	**(88.1)**	***(67.4%)***

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Current Income tax income/(expense)	(72.7)	(44.5)	32.8	(28.3)	*63.5%*	(77.3)	*(>100.0%)*
of which corresponding to the current period	(79.3)	(41.2)	9.2	(38.1)	*92.7%*	(50.4)	*(>100.0%)*
of which adjustments recognized in relation to prior years	6.6	(3.3)	23.5	9.9	*(>100.0%)*	(26.9)	*(>100.0%)*
Deferred Income tax income/(expense)	(3.1)	83.9	89.3	(87.0)	*(>100.0%)*	(5.4)	*(6.1%)*
of which related to the origination or reversal of temporary differences	(23.6)	88.4	127.9	(112.0)	*(>100.0%)*	(39.5)	*(30.9%)*
of which adjustments recognized in relation to prior years	23.0	30.1	(28.9)	(7.1)	*(23.5%)*	58.9	*(>100.0%)*
of which relates to foreign	(2.5)	(6.8)	(10.7)	4.3	*(63.2%)*	4.0	*(37.2%)*

exchange movements							
of which adjustments due to change in tax rates	0.0	(27.8)	1.0	27.8	*(100.0%)*	(28.9)	*(>100.0%)*
Total	**(75.8)**	**39.4**	**122.1**	**(115.2)**	***(>100.0%)***	**(82.7)**	***(67.7%)***

2022 vs 2021

For the year ended 31 December 2022, income tax expenses increased to (76.2) million (Euro (75.8) million) from an income tax benefit of CHF 42.6 million (Euro 39.4 million) in 2021, which was primarily caused by higher income taxes in line with the recovery of the business from the COVID-19 pandemic. Income taxes were highest in the most profitable countries such as Greece, USA, Turkey, UK and Dominican Republic, which accounted for 35% of total tax burden.

2021 vs 2020

For the year ended 31 December 2021, income tax benefit decreased to CHF 42.6 million (Euro 39.4 million) from CHF 130.7 million (Euro 122.1 million) in 2020, which was mainly driven by the tax losses incurred for most of the Group's operations.

As a result of the foregoing, net profit increased to CHF 120.6 million (Euro 120.0 million) for the year ended 31 December 2022, compared to a net loss of CHF (365.2) million (Euro (337.8) million) for the year ended 31 December 2021 and compared to a net loss of CHF (2,740.5) million (Euro (2,560.5) million) for the year ended 31 December 2020.

Consolidated Statement of Financial Position

	As of 31 December						*Changes*			
	2022	% of Total Assets & Liabilities	2021	% of Total Assets & Liabilities	2020	% of Total Assets & Liabilities	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)									
ASSETS										
Property, plant and equipment	314.3	3.4%	329.1	3.3%	453.3	4.0%	(14.8)	*(4.5%)*	(124.2)	*(27.4%)*
Right-of-use assets	2,567.8	27.6%	3,120.8	31.2%	4,438.7	39.4%	(553.0)	*(17.7%)*	(1,317.9)	*(29.7%)*
Intangible assets	1,477.9	15.9%	1,737.3	17.4%	2,196.9	19.5%	(259.4)	*(14.9%)*	(459.6)	*(20.9%)*
Goodwill	2,272.2	24.4%	2,360.0	23.6%	2,369.3	21.1%	(87.8)	*(3.7%)*	(9.3)	*(0.4%)*

Investments in associates	24.4	0.3%	15.2	0.2%	7.1	0.1%	9.2	*60.5%*	8.1	*>100,0 %*
Deferred tax assets	145.4	1.6%	179.9	1.8%	145.5	1.3%	(34.5)	*(19.2%)*	34.4	*23.6%*
Net defined benefit assets	17.0	0.2%	55.0	0.6%	0.0	0.0%	(38.0)	*(69.1%)*	55.0	-
Other non-current assets	155.7	1.7%	215.3	2.2%	257.2	2.3%	(59.6)	*(27.7%)*	(41.9)	*(16.3%)*
Non-current assets	**6,974.7**		**8,012.6**	**80.2%**	**9,868.0**	**87.7%**	**(1,037.9)**	***(13.0%)***	**(1,855.4)**	***(18.8%)***
Inventories	928.4	10.0%	692.2	6.9%	659.6	5.9%	236.2	*34.1%*	32.6	*4.9%*
Trade and credit card receivables	62.3	0.7%	85.3	0.9%	17.1	0.2%	(23.0)	*(27.0%)*	68.2	*>100,0 %*
Other accounts receivable	467.6	5.0%	371.8	3.7%	315.0	2.8%	95.8	*25.8%*	56.8	*18.0%*
Income tax assets	21.9	0.2%	35.0	0.4%	35.0	0.3%	(13.1)	*(37.4%)*	0.0	-
Cash and cash equivalents	854.7	9.2%	793.5	7.9%	360.3	3.2%	61.2	*7.7%*	433.2	*>100,0 %*
Current assets	**2,334.9**	**25.1%**	**1,977.8**	**19.8%**	**1,387.0**	**12.3%**	**357.1**	***18.1%***	**590.8**	***42.6%***
Total assets	**9,309.6**	**100.0%**	**9,990.4**	**100.0%**	**11,255.0**	**100.0%**	**(680.8)**	***(6.8%)***	**(1,264.6)**	***(11.2%)***
Equity attributable to equity holders of the parent	893.0	9.6%	956.6	9.6%	839.3	7.5%	(63.6)	*(6.6%)*	117.3	*14.0%*
Non-controlling interests	73.1	0.8%	77.9	0.8%	78.7	0.7%	(4.8)	*(6.2%)*	(0.8)	*(1.0%)*
Total equity	**966.1**	**10.4%**	**1,034.5**	**10.4%**	**918.0**	**8.2%**	**(68.4)**	***(6.6%)***	**116.5**	***12.7%***
Borrowings	3,452.3	37.1%	3,771.7	37.8%	3,650.6	32.4%	(319.4)	*(8.5%)*	121.1	*3.3%*
Lease obligations	2,010.2	21.6%	2,558.5	25.6%	4,022.9	35.7%	(548.3)	*(21.4%)*	(1,464.4)	*(36.4%)*
Deferred tax liabilities	221.4	2.4%	275.4	2.8%	321.9	2.9%	(54.0)	*(19.6%)*	(46.5)	*(14.4%)*
Provisions	44.0	0.5%	30.9	0.3%	42.5	0.4%	13.1	*42.4%*	(11.6)	*(27.3%)*
Employee benefit obligations	12.3	0.1%	11.5	0.1%	32.6	0.3%	0.8	*7.0%*	(21.1)	*(64.7%)*
Other non-current liabilities	29.3	0.3%	46.7	0.5%	43.5	0.4%	(17.4)	*(37.3%)*	3.2	*7.4%*
Non-current liabilities	**5,769.5**	**62.0%**	**6,694.7**	**67.0%**	**8,114.0**	**72.1%**	**(925.2)**	***(13.8%)***	**(1,419.3)**	***(17.5%)***
Trade payables	486.4	5.2%	335.1	3.4%	154.9	1.4%	151.3	*45.2%*	180.2	*>100,0 %*
Borrowings	122.7	1.3%	45.3	0.5%	53.9	0.5%	77.4	*>100.0 %*	(8.6)	*(16.0%)*
Lease obligations	992.4	10.7%	1,077.9	10.8%	1,397.5	12.4%	(85.5)	*(7.9%)*	(319.6)	*(22.9%)*
Income tax payables	42.1	0.5%	61.3	0.6%	34.2	0.3%	(19.2)	*(31.3%)*	27.1	*79.2%*
Provisions	89.3	1.0%	88.4	0.9%	49.5	0.4%	0.9	*1.0%*	38.9	*78.6%*

Other liabilities	841.1	9.0%	653.2	6.5%	533.0	4.7%	187.9	*28.8%*	120.2	*22.6%*
Current liabilities	**2,574.0**	**27.6%**	**2,261.2**	**22.6%**	**2,223.0**	**19.8%**	**312.8**	***13.8%***	**38.2**	***1.7%***
Total liabilities	**8,343.5**	**89.6%**	**8,955.9**	**89.6%**	**10,337.0**	**91.8%**	**(612.4)**	***(6.8%)***	**(1,381.1)**	***(13.4%)***
Total liabilities and shareholders’ equity	**9,309.6**	**100.0%**	**9,990.4**	**100.0%**	**11,255.0**	**100.0%**	**(680.8)**	***(6.8%)***	**(1,264.6)**	***(11.2%)***

	As of 31 December						*Changes*			
	2022	% of Total Assets & Liabilities	2021	% of Total Assets & Liabilities	2020	% of Total Assets & Liabilities	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)									
ASSETS										
Property, plant and equipment	317.6	3.4%	317.3	3.3%	419.2	4.0%	0.3	*0.1%*	(101.9)	*(24.3%)*
Right-of-use assets	2,594.8	27.6%	3,008.6	31.2%	4,104.6	39.4%	(413.8)	*(13.8%)*	(1,096.0)	*(26.7%)*
Intangible assets	1,493.4	15.9%	1,674.8	17.4%	2,031.5	19.5%	(181.4)	*(10.8%)*	(356.7)	*(17.6%)*
Goodwill	2,296.1	24.4%	2,275.1	23.6%	2,191.0	21.1%	20.9	*0.9%*	84.2	*3.8%*
Investments in associates	24.7	0.3%	14.7	0.2%	6.6	0.1%	10.0	*68.3%*	8.1	*>100,0%*
Deferred tax assets	146.9	1.6%	173.4	1.8%	134.5	1.3%	(26.5)	*(15.3%)*	38.9	*28.9%*
Net defined benefit assets	17.2	0.2%	53.0	0.6%	0.0	0.0%	(35.8)	*(67.6%)*	53.0	-
Other non-current assets	157.3	1.7%	207.6	2.2%	237.8	2.3%	(50.2)	*(24.2%)*	(30.3)	*(12.7%)*
Non-current assets	**7,048.0**	**74.9%**	**7,724.5**	**80.2%**	**9,125.2**	**87.7%**	**(676.5)**	***(8.8%)***	**(1,400.7)**	***(15.4%)***
Inventories	938.2	10.0%	667.3	6.9%	610.0	5.9%	270.8	*40.6%*	57.4	*9.4%*
Trade and credit card receivables	63.0	0.7%	82.2	0.9%	15.8	0.2%	(19.3)	*(23.4%)*	66.4	*>100,0%*
Other accounts receivable	472.5	5.0%	358.4	3.7%	291.3	2.8%	114.1	*31.8%*	67.1	*23.0%*
Income tax assets	22.1	0.2%	33.7	0.4%	32.4	0.3%	(11.6)	*(34.4%)*	1.4	*4.3%*
Cash and cash equivalents	863.7	9.2%	765.0	7.9%	333.2	3.2%	98.7	*12.9%*	431.8	*>100,0%*
Current assets	**2,359.4**	**25.1%**	**1,906.7**	**19.8%**	**1,282.6**	**12.3%**	**452.8**	***23.7%***	**624.1**	***48.7%***
Total assets	**9,407.4**	**100.0%**	**9,631.2**	**100.0%**	**10,407.8**	**100.0%**	**(223.7)**	***(2.3%)***	**(776.6)**	***(7.5%)***
Equity attributable	902.4	9.6%	922.2	9.6%	776.1	7.5%	(19.8)	*(2.1%)*	146.1	*18.8%*

to equity holders of the parent										
Non-controlling interests	73.9	0.8%	75.1	0.8%	72.8	0.7%	(1.2)	*(1.6%)*	2.3	*3.2%*
Total equity	**976.3**	**10.4%**	**997.3**	**10.4%**	**848.9**	**8.2%**	**(21.0)**	***(2.1%)***	**148.4**	***17.5%***
Borrowings	3,488.6	37.1%	3,636.1	37.8%	3,375.8	32.4%	(147.5)	*(4.1%)*	260.3	*7.7%*
Lease obligations	2,031.3	21.6%	2,466.5	25.6%	3,720.1	35.7%	(435.2)	*(17.6%)*	(1,253.6)	*(33.7%)*
Deferred tax liabilities	223.7	2.4%	265.5	2.8%	297.7	2.9%	(41.8)	*(15.7%)*	(32.2)	*(10.8%)*
Provisions	44.5	0.5%	29.8	0.3%	39.3	0.4%	14.7	*49.3%*	(9.5)	*(24.2%)*
Employee benefit obligations	12.4	0.1%	11.1	0.1%	30.1	0.3%	1.3	*12.1%*	(19.1)	*(63.2%)*
Other non-current liabilities	29.6	0.3%	45.0	0.5%	40.2	0.4%	(15.4)	*(34.2%)*	4.8	*11.9%*
Non-current liabilities	**5,830.1**	**62.0%**	**6,454.0**	**67.0%**	**7,503.2**	**72.1%**	**(623.8)**	***(9.7%)***	**(1,049.3)**	***(14.0%)***
Trade payables	491.5	5.2%	323.1	3.4%	143.2	1.4%	168.5	*52.1%*	179.8	*>100,0%*
Borrowings	124.0	1.3%	43.7	0.5%	49.8	0.5%	80.3	*>100.0%*	(6.2)	*(12.4%)*
Lease obligations	1,002.8	10.7%	1,039.1	10.8%	1,292.3	12.4%	(36.3)	*(3.5%)*	(253.2)	*(19.6%)*
Income tax payables	42.5	0.5%	59.1	0.6%	31.6	0.3%	(16.6)	*(28.0%)*	27.5	*86.9%*
Provisions	90.2	1.0%	85.2	0.9%	45.8	0.4%	5.0	*5.9%*	39.4	*86.2%*
Other liabilities	849.9	9.0%	629.7	6.5%	492.9	4.7%	220.2	*35.0%*	136.8	*27.8%*
Current liabilities	**2,601.1**	**27.6%**	**2,179.9**	**22.6%**	**2,055.7**	**19.8%**	**421.2**	***19.3%***	**124.2**	***6.0%***
Total liabilities	**8,431.2**	**89.6%**	**8,633.9**	**89.6%**	**9,558.9**	**91.8%**	**(202.7)**	***(2.3%)***	**(925.0)**	***(9.7%)***
Total liabilities and shareholders' equity	**9,407.4**	**100.0%**	**9,631.2**	**100.0%**	**10,407.8**	**100.0%**	**(223.7)**	***(2.3%)***	**(776.6)**	***(7.5%)***

For a narrative description of the Consolidated statement of financial position as of 31 December 2022, 2021 and 2020, please see Part B, Section 1, Chapter 8, Paragraph 8.1 and 8.3.

Cash flow information

The tables below provide a summary of the Consolidated statement of cash flows for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro.

	As of 31 December			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Cash and Cash Equivalents at the beginning of the year	**793.5**	**360.3**	**553.5**	**433.2**	**>100,0%**	**(193.2)**	**(34.9%)**
Net cash flow from operating activities (A)	1,511.6	678.2	(345.3)	833.4	>100,0%	1,023.5	(>100,0%)
Net cash flow (used in) investment activities (B)	(67.4)	(72.8)	(74.9)	5.4	(7.4%)	2.1	(2.8%)
Net cash (used in)/(from) financing activities (C)	(1,344.3)	(136.2)	257.0	(1,208.1)	>100,0%	(393.2)	(>100,0%)
Net increase (decrease) in Cash and Cash Equivalents (A ± B ± C)	**99.9**	**469.2**	**(163.2)**	**(369.3)**	**(78.7%)**	**632.4**	**(>100,0%)**
Effect of changes in exchange rates	(38.7)	(36.0)	(30.0)	(2.7)	7.5%	(6.0)	20.0%
Cash and Cash Equivalents at the end of the year	**854.7**	**793.5**	**360.3**	**61.2**	**7.7%**	**433.2**	**>100,0%**

	As of 31 December			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Cash and Cash Equivalents at the beginning of the year	**801.8**	**347.3**	**511.8**	**454.5**	**>100,0%**	**(164.5)**	**(32.1%)**
Net cash flow from operating activities (A)	1,504.2	627.3	(322.6)	876.9	>100,0%	949.9	(>100,0%)
Net cash flow (used in) investment activities (B)	(67.1)	(67.3)	(70.0)	0.3	(0.4%)	2.6	(3.8%)
Net cash (used in)/(from) financing activities (C)	(1,337.7)	(126.0)	240.1	(1,211.8)	>100,0%	(366.1)	(>100,0%)
Net increase (decrease) in Cash and Cash Equivalents (A ± B ± C)	**99.4**	**434.0**	**(152.5)**	**(334.6)**	**(77.1%)**	**586.5**	**(>100,0%)**
Effect of changes in exchange rates	(37.6)	(16.4)	(26.2)	(21.2)	>100,0%	9.8	(37.4%)
Cash and Cash Equivalents at the end of the year	**863.7**	**765.0**	**333.2**	**98.7**	**12.9%**	**431.8**	**>100,0%**

For a detailed summary of the Consolidated statement of cash flows for the years ended 31 December 2022, 2021 and 2020, and a narrative description of these cash flows, please see Part B, Section 1, Chapter 8, Paragraph 8.2.

Other financial data

This Exemption Document contains financial measures that are not recognized by IFRS. In accordance with the ESMA/2015/1415 guidelines of October 5, 2015 (entered into force on July 3, 2016), non-IFRS measures means those financial, financial borrowing or cash flow performance indicators, historical or prospective, other than those defined or specified in the applicable financial reporting regulations.

These measures are termed "non-IFRS measures" because they exclude amounts that are included in, or include amounts that are excluded from, the most directly comparable measure calculated and presented in accordance with IFRS, or are calculated using financial measures that are not calculated in accordance with IFRS. More specifically, the non-IFRS measures are constructed on the basis of historical data and do not indicate the future performance of the Group, and they are taken from the consolidated financial statements, in accordance with the provisions of the recommendations contained in the document prepared by ESMA, no. 1415 of 2015, as incorporated by CONSOB Communication 0092543 dated 3 December 2015. These Non-IFRS measures include: Growth in constant FX, Organic growth, Like-for-like growth, EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit, Adjusted earnings per share, Financial net debt, Net Financial Indebtedness, Net Fixed Assets, Core net working capital, Net Working Capital, Net Invested Capital, Capex, Adjusted operating cash flow and Equity free cashflow.

Management uses such measures to assess the financial performance and liquidity of the businesses. Management believes that these and similar measures are used widely by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity and are intended to assist in the analysis of the operating results and profitability. When interpreting those Non-IFRS Measures, the following should be considered: (i) Non-IFRS Measures are constructed on the basis of historical data and do not indicate the future performance of the Group; (ii) Non-IFRS Measures are not governed or required by international accounting standards (IAS/IFRS) and are not subject to audit; (iii) Non-IFRS Measures must not be considered as substitutes for the indicators provided for under international accounting standards; (iv) the definitions and presentation of the Non-IFRS Measures used by the Company may not be consistent with those adopted by other companies and are and therefore not comparable to similarly titled measures used by other companies and have limitations as analytical tools; and (v) Non-IFRS Measures must be read together with the other financial information included in this Exemption Document. Therefore, such measures should not be considered in isolation or as a substitute for the Group's operating results as reported under IFRS.

Set forth below are the non-IFRS financial measures used in this Exemption Document.

Growth in constant FX: is calculated as the growth of turnover for the period determined using a constant exchange rate for the turnover generated in currencies different from CHF (functional currency of the Group). Turnover is converted at constant previous year exchange rates.

Organic growth: is calculated by adjusting the turnover growth of the Company in CHF excluding turnover from acquisition and disinvestments to allow for annual comparison of Dufry Group's operational performance. Organic growth is further split into Like-for-Like growth and Net new concessions.

Like-for-Like growth: is calculated by adjusting Organic growth for the impact of new store openings and the Turnover generated in the comparison period by considering only shops that were open and comparable under same conditions with last year stores. Like-for-like growth is expressed at constant exchange rates. Shops that are not comparable are adjusted as scope effects and are being reported as Net new concessions.

EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit, Adjusted earnings per share

EBITDA: calculated as the sum of Net profit or loss, Taxes, finance income and expenses, Depreciation and Amortization.

Dufry believes that disclosing adjusted results of the Group's performance enhances the financial markets' understanding of the Company because the adjusted results enable better comparison across years. These CORE figures exclude exceptional expenses and income such as acquisitions, divestitures, impairments and amortization of acquisition-related intangible assets, which can differ significantly from year to year but include integration costs incurred in connection with the creation of synergies. In addition, the CORE figures exclude the accounting impact resulting from IFRS 16 lease accounting standard.

The CORE profit or loss statements replaces the IFRS related lease expense lines with our concession fees as per the contracts and moves non-shop related leases back to other expenses. Also we remove the FX impact on our lease obligations and the financing component of IFRS 16. Also, all depreciation and amortization expenses related to previous acquisitions are removed to enable a better view of the performance of the current year.

CORE EBITDA: calculated as net profit or loss excluding income taxes, finance income and expenses, depreciation and amortization and the effects of certain items such as amortization of concession rights deriving from acquisitions, impairment and reversals of impairment, other expenses referring and other income related to non-shop leases, and including the concession fees based on the corresponding concession agreements.

With reference to the core adjustment, this is achieved by reversing IFRS 16 related profit or loss line items (i.e. depreciation of right-of-use assets and lease interest) and adding the relevant concession fee owed based on the corresponding concession agreement. For this same reason, Dufry's profit or loss statement in accordance with IFRS is materially impacted by IFRS 16 lease accounting. The Group considers all its concession fees and corresponding payments as CORE to its business, in contrast to IFRS 16, which treats fixed payments as a financing activity. In addition, the Group believes that the straight-line depreciation of right-of-use assets does not reflect the economic reality of our business and the operational performance of our Group. Dufry uses these adjusted results in addition to IFRS as important factors in internally assessing the Group's performance.

Adjusted operating profit: calculated as operating profit excluding amortization and impairments of acquisition related intangible assets (i. e. concession rights and goodwill). The aim of this performance measure is to simply exclude the impacts of previously undertaken acquisitions, to focus on current year's operational performance of Dufry Group and its segments. Adjusted operating cash flow is winding out the IFRS 16 impact. It is therefore calculated from cash flow before working capital changes less lease MAG payments and adds proceeds from lease income. It reflects Dufry's cash generation from operations by considering full amount of concession fee payments. IFRS 16 lease accounting, results in a lower reflection of concession fees as part of operating cash flow and with a corresponding increase in the cash flow from financing activities. The adjustment therefore considers an effective view on Dufry's operations and related cash flows. We believe that the adjusted operating cash flow provides an approximation of the pre-IFRS 16 EBITDA. It is used by Dufry's lenders to calculate covenants under the bank financing agreements.

Adjusted net profit: calculated as net profit / (loss) attributable to equity holders of the parent, excluding amortization and impairments of acquisition related intangible assets (i. e. concession rights and goodwill) and acquisition / divestment related transaction costs. Further, adjusted net profit excludes IFRS-16 lease interest. The rational to exclude lease interest is to eliminate the front load effect of a new concession agreement with fixed MAG payments and to make the performance measure comparable over time.

Adjusted earnings per share: calculated as Adjusted net profit divided by average weighted numbers of ordinary shares outstanding during the period is considered.

Management uses EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit and Adjusted earnings per share for internal reporting to assess performance and as part of the forecasting, budgeting and decision-making processes as they provide additional transparency regarding Group's underlying operating performance. Management believes these non-IFRS measures are useful because they exclude items that management believes are not indicative of Group's underlying operating performance and allow management to view operating trends, perform analytical comparisons and benchmark performance between periods and among segments. The Company's management also believes that EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit and Adjusted earnings per share are useful for investors and analysts to better understand how management assesses the Group's underlying operating performance on a consistent basis and to compare the Group's performance with that of other companies. Accordingly, management believes that EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit and Adjusted earnings per share provide useful information to third party stakeholders in understanding and evaluating Group's operating results.

The Groups' presentation of EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit and Adjusted earnings per share may be different from the presentation used by other companies and, therefore, comparability may be limited. EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit and Adjusted earnings per share are non-IFRS measures and they are not defined under IFRS or any other generally accepted accounting principles. Consequently, the use of EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit and Adjusted earnings per share has certain limitations. EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit and Adjusted earnings per share are not a measure of net income, operating income, operating performance or liquidity presented in accordance with IFRS. When assessing the Group's operating performance, you should not consider this data in isolation or as a substitute for the net income, operating income or any other operating performance or liquidity measure that is calculated in accordance with IFRS.

EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit and Adjusted earnings per share have limitations as analytical tools. Some of these limitations are:

- they do not reflect the cash expenditures or future requirements for capital expenditures or contractual commitments;
- they do not reflect changes in, or cash requirements for, the working capital needs;
- they do not reflect any cash income taxes that the Group may be required to pay;

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often need to be replaced in the future and EBITDA, CORE EBITDA, Adjusted operating profit, Adjusted net profit and Adjusted earnings per share do not reflect any cash requirements that would be required for such replacements. This might limit their usefulness as comparative measures.

Other non-IFRS measures

Financial net debt or **Net debt**: calculated as the sum of Borrowings (current and non-current), Financial derivatives liability – Borrowings, financial derivatives assets – Borrowings and cash and cash equivalents. Dufry's financial net debt is not considering IFRS 16 related lease obligations. This alternative performance measure reflects the debt position of the Company considered by its banks and financial institutions and is used by Dufry's lenders to calculate covenants under the bank financing agreements. Please note that Financial Net Debt described in the Chapter 7 differs from Financial Indebtedness as calculated in Chapter 8 insofar as Financial Indebtedness includes "lease obligations" and certain elements of "Other non-current liabilities" from the Consolidated Financial Statement. Financial Net Debt refers mainly to drawn amounts under the credit lines, netted by cash, and therefore reflects pure bank debt.

Net Financial Indebtedness: calculated as the sum of total financial liabilities, net of cash and cash equivalents and current financial assets. The composition of Net Financial Indebtedness is determined as required by CONSOB Communication DEM/6064293 of July 28, 2006, and amended by CONSOB Communication No. 5/21 of April 29, 2021 and in accordance with ESMA Recommendations contained in Guidelines 32-382-1138 of March 4, 2021 on disclosure requirements under the Prospectus Regulation (the "Net financial indebtedness – ESMA").

Net Fixed Assets: calculated as the sum of Property, plant and equipment, Right-of-use assets, Intangible assets, Goodwill, Investments in associates, Deferred tax assets, Net defined benefit assets, Other non-current assets, Deferred tax liabilities, Provisions and Employee benefit obligations.

Core net working capital: calculated as the sum of Inventories, Trade and credit card receivables and Trade payables.

Net Working Capital: calculated as the sum of Inventories, Trade and credit card receivables, Trade payables, Other accounts receivable, Income tax assets, Income tax payables, Provisions, current, Other liabilities excluding Financial derivatives liabilities, interest payables and put option derivative liability.

Net Invested Capital: calculated as the sum of Net Fixed Assets and Core Net Working Capital.

Capex: calculated as the sum of Purchase of property, plant and equipment, Purchase of intangible assets, Other investing activities, less Proceeds from sale of property, plant and equipment.

Adjusted operating cash flow: is calculated as the sum of Cash flow before working capital changes, Lease payments and Proceeds from lease income.

Free cash flow: is calculated as the sum of net cash flow from operating activities Lease payments, Proceeds from lease income, Capex and interest received. It adjusts for fixed MAG lease payments to provide an effective measure of Dufry's cash flow generation from operations and investing activities. IFRS 16 lease accounting partly reflects cash flow in relation of leases as lease payments within financing activities. Dufry considers lease payments in relation to MAG as a major operating cash flow element, rather than a financing transition suggested by the accounting standard; in particular, as IFRS16 treats "lease payments" as element of the financing cash flow, MAG, one of the most relevant component of the concession expenses, would result not included in the "operating cash flow", which is on the contrary the nature of these payments in the Group's business (MAG payments are an integral part of the Group concession expenses). As such Dufry (before introducing CORE) adjusted the Cash flow accordingly.

Equity free cashflow: is calculated as the sum of free cash flow, interest paid, Cash flow related to minorities and Proceeds from other financial assets.

Equity free cash flow measures the relevant cash generation of the Company and provides the basis for further capital allocation decisions. It therefore can be considered the single-most important KPI from a shareholder perspective, reflecting the amount of cash available for creating value to investors. It is least affected from any accounting treatments including IFRS 16 lease accounting. Before introducing CORE, Dufry used adjusted operating cash flow and free cash flow as part of its APMs to reconcile to Equity Free Cash Flow.

The Group believes that the presentation of Financial net debt, Net Financial Indebtedness, Net Fixed Assets, Core net working capital, Net Working Capital, Net Invested Capital, Capex, Adjusted operating cash flow, Free Cash Flow, Equity free cashflow and Cash Flow before financing are helpful to investors as supplemental measures of performance, liquidity and stability.

However, you should not construe these Non-IFRS Measures and Ratios as alternatives to profit or loss from operations determined in accordance with IFRS, or any other measure or ratio required by, or presented in accordance with, IFRS. In addition, the Group's Non-IFRS Measures and Ratios may not be comparable to similarly-titled measures or ratios used by other companies.

Investors should not place undue reliance on the non-IFRS measures and financial indicators and should not consider these measures as: (a) an alternative to measures of operating income or profit for the period as determined in accordance with IFRS, or as measures of operating performance; (b) an alternative to cash flows from operating, investing or financing activities, as determined in accordance with generally accepted accounting principles, or as a measure of the ability to meet cash needs; or (c) an alternative to any similar measures of performance, liquidity or cash generation as determined under IFRS.

Definition of Other Financial Metrics and Other IFRS measures

This Exemption Document contains other financial metrics or other IFRS measures. These other financial metrics and other IFRS measures include Inventory Turnover, Days of Inventory (DOI), Trade Receivables Turnover, Days Sales Outstanding (DSO), Trade Payables Turnover, Days Payables Outstanding (DPO). For the calculation of each other financial metric and other IFRS measures, see Part B, Section I, Chapter 8, Paragraphs 8.3.

Set forth below are the other financial metrics used in this Exemption Document.

Inventory Turnover: calculated as the ratio of Turnover divided by Inventories.

Days of Inventory (DOI): calculated as the ratio of Inventories divided by Turnover, multiplied by 365 and expressed in number of days.

Trade Receivables Turnover: calculated as the ratio of Turnover divided by Trade and credit card receivables.

Days Sales Outstanding (DSO): calculated as the ratio of Trade and credit card receivables divided by Turnover, multiplied by 365 and expressed in number of days.

Trade Payables Turnover: calculated as the ratio of (i) the sum of Cost of sales net of inventories written down and (ii) other expenses divided by (iii) Trade payables

Days Payables Outstanding (DPO): calculated as the ratio of (i) Trade payables divided by (ii) the sum of Cost of sales net of inventories written down and (iii) other expenses, multiplied by 365 and expressed in number of days.

The tables below set forth economic and financial indicators used by the Management to monitor the financial and operating performance for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro.

In millions of CHF or percentage	Year ended December 31,		
	2022	2021	2020
Growth in constant FX	(0.4%)	(0.3%)	(1.3%)
Organic growth	(1.8%)	14.2%	(2.6%)
Like-for-like	77.9%	39.0%	(67.2%)
EBITDA	1,590.7	1,141.2	(851.8)
CORE EBITDA	606.2	386.0	(877.4)
Adjusted operating profit	693.6	374.9	(1,561.6)
Adjusted net profit	295.5	23.5	(1,658.4)
Adjusted earnings per share	3.2	0.3	2.9
Financial net debt	2,810.8	3,079.5	3,344.2
Net Financial Indebtedness	5,855.8	6,782.5	8,804.1
Net Fixed Assets	6,693.9	7,674.3	9,450.9
Core net working capital	504.3	442.3	521.8
Net Working Capital	65.7	135.9	278.5
Net Invested Capital	6,840.4	7,817.0	9,722.1
Capex	(110.1)	(88.1)	(106.0)
Adjusted operating cash flow (Pre IFRS 16 adj. EBITDA approximation)	685.8	147.1	(405.9)
Equity free cashflow	305.2	(33.4)	(1,027.3)
Inventory Turnover	7.2	5.5	3.8
Days of Inventory (DOI)	50.4	66.0	97.2
Trade and credit card receivables Turnover	110.4	45.9	149.5
Days Sales Outstanding (DSO)	3.3	8.0	2.4
Trade Payables Turnover	6.2	6.1	9.2
Days Payables Outstanding (DPO)	58.8	60.2	39.5

(1) Growth in constant FX, Organic growth and Like-for-like

In millions of Euro or percentage	Year ended December 31,		
	2022	2021	2020
Growth in constant FX	(0.4%)	(0.3%)	(1.3%)
Organic growth	(1.8%)	14.2%	(2.6%)
Like-for-like	77.9%	39.0%	(67.2%)
EBITDA	1,582.9	1,135.6	(847.6)
CORE EBITDA	603.2	384.1	(873.1)
Adjusted operating profit	690.2	373.1	(1,554.0)
Adjusted net profit	294.1	23.3	(1,650.3)
Adjusted earnings per share	3.2	0.3	2.9
Financial net debt	2,840.3	3,111.9	3,379.3
Net Financial Indebtedness	5,917.3	6,853.8	8,896.6
Net Fixed Assets	6,764.2	7,755.0	9,550.2
Core net working capital	509.6	446.9	527.3

Net Working Capital	66.4	137.3	281.4
Net Invested Capital	6,912.3	7,899.2	9,824.3
Capex	(111.3)	(89.0)	(107.1)
Adjusted operating cash flow (Pre IFRS 16 adj. EBITDA approximation)	682.5	146.4	(403.9)
Equity free cashflow	303.7	(33.2)	(1,022.3)
Inventory Turnover	7.2	5.5	3.7
Days of Inventory (DOI)	50.4	66.0	97.2
Trade and credit card receivables Turnover	110.4	45.9	149.5
Days Sales Outstanding (DSO)	3.3	8.0	2.4
Trade Payables Turnover	6.2	6.1	9.2
Days Payables Outstanding (DPO)	58.8	60.2	39.5

(1) Growth in constant FX, Organic growth and Like-for-like

The following tables provide the calculation of Growth in constant FX, Organic growth and Like-for-like for the years ended 31 December 2022, 2021 and 2020:

	As of 31 December			*Changes*	
	2022	2021	2020	2022 vs 2021	2021 vs 2020
	(In percentage)				
Like-for-like	77.9%	39.0%	(67.2%)	99.7%	>100.0%
New concessions, net	(1.8%)	14.2%	(2.6%)	(>100.0%)	>100.0%
Organic growth	76.1%	53.2%	(69.8%)	43.0%	>100.0%
Changes in scope	0.0%	0.0%	0.0%	0.0%	0.0%
Growth in constant FX	76.1%	53.2%	(69.8%)	43.0%	>100.0%
FX impact	(0.4%)	(0.3%)	(1.3%)	33.3%	(76.9%)
Reported growth	75.7%	52.9%	(71.1%)	43.1%	>100.0%

The following tables provide the calculation of EBITDA for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	For the year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of CHF or percentage)						
Net profit/(loss)	120.6	(365.2)	(2,740.5)	485.8	*(>100.0%)*	2,375.3	*(86.7%)*
Income tax	76.2	(42.6)	(130.7)	118.8	*(>100.0%)*	88.1	*(67.4%)*
Finance income	(68.5)	(25.9)	(14.9)	(42.6)	*>100.0%*	(11.0)	*73.8%*
Finance expenses	350.9	364.9	385.4	(14.0)	*(3.8%)*	(20.5)	*(5.3%)*
Depreciation and amortization	1,111.5	1,210.0	1,648.8	(98.5)	*(8.1%)*	(438.8)	*(26.6%)*
EBITDA	**1,590.7**	**1,141.2**	**(851.9)**	**449.5**	***39.4%***	**1,993.1**	***(>100.0%)***

	For the year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of Euro or percentage)						
Net profit/(loss)	120.0	(337.8)	(2,560.5)	457.8	*(>100.0%)*	2,222.7	*(86.8%)*
Income tax	75.8	(39.4)	(122.1)	115.2	*(>100.0%)*	82.7	*(67.7%)*
Finance income	(68.2)	(24.0)	(13.9)	(44.2)	*>100.0%*	(10.0)	*72.1%*
Finance expenses	349.2	337.5	360.1	11.7	*3.5%*	(22.6)	*(6.3%)*
Depreciation and amortization	1,106.1	1,119.2	1,540.5	(13.2)	*(1.2%)*	(421.3)	*(27.3%)*
EBITDA	**1,582.9**	**1,055.6**	**(795.9)**	**527.4**	***50.0%***	**1,851.5**	***(>100.0%)***

2022 vs 2021

The change in EBITDA of CHF 449.5 million (Euro 527.4 million) is primarily due to continued robust travel spending and ongoing cost discipline.

2021 vs 2020

The change in EBITDA was mainly due to a material Net loss in 2020 as Dufry Group was severely affected by the Covid-19 pandemic and the related travel restrictions led to closure of airports and reduced air traffic.

(1) CORE EBITDA

The following tables provide the calculation of CORE EBITDA for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of CHF or percentage)						
Net profit/(loss)	**120.6**	**(365.2)**	**(2,740.5)**	**485.8**	***(>100.0%)***	**2,375.3**	***(86.7%)***
Income tax	76.2	(42.6)	(130.7)	118.8	*(>100.0%)*	88.1	*(67.4%)*
Finance income	(68.5)	(25.9)	(14.9)	(42.6)	*>100.0%*	(11.0)	*73.8%*
Finance expenses	350.9	364.9	385.4	(14.0)	*(3.8%)*	(20.5)	*(5.3%)*
Foreign exchange gain / (loss)	23.2	2.6	(0.1)	20.6	*>100.0%*	2.7	*(>100.0%)*
Depreciation and amortization	1,111.5	1,210.0	1,648.8	(98.5)	*(8.1%)*	(438.8)	*(26.6%)*

Impairment/(Reversal) of impairment, net (i)	(16.8)	280.5	1,193.1	(297.3)	*(>100.0%)*	(912.6)	*(76.5%)*
Core other expenses (ii)	(42.0)	(46.8)	(48.3)	4.8	*(10.3%)*	1.5	*(3.1%)*
Core Leases expenses (IFRS)/ Concession expenses (CORE)	(948.0)	(991.4)	(1,170.4)	43.4	*(4.4%)*	179.0	*(15.3%)*
Non-core Other income (iii)	(0.9)	(0.1)	0.0	(0.8)	*>100.0%*	(0.1)	-
CORE EBITDA	**606.2**	**386.0**	**(877.6)**	**220.2**	***57.0%***	**1,263.6**	***(>100.0%)***

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of Euro or percentage)						
Net profit/(loss)	**120.0**	**(337.8)**	**(2,560.5)**	**457.8**	***(>100.0%)***	**2,222.7**	***(86.8%)***
Income tax	75.8	(39.4)	(122.1)	115.2	*(>100.0%)*	82.7	*(67.7%)*
Finance income	(68.2)	(24.0)	(13.9)	(44.2)	*>100.0%*	(10.0)	*72.1%*
Finance expenses	349.2	337.5	360.1	11.7	*3.5%*	(22.6)	*(6.3%)*
Foreign exchange gain / (loss)	23.1	2.4	(0.1)	20.7	*>100.0%*	2.5	*(>100.0%)*
Depreciation and amortization	1,106.1	1,119.2	1,540.5	(13.2)	*(1.2%)*	(421.3)	*(27.3%)*
Impairment/(Reversal) of impairment, net (i)	(16.7)	259.5	1,114.7	(276.2)	*(>100.0%)*	(855.3)	*(76.7%)*
Core other expenses (ii)	(41.8)	(43.3)	(45.1)	1.5	*(3.5%)*	1.8	*(4.1%)*
Core Leases expenses (IFRS)/ Concession expenses (CORE)	(943.4)	(917.0)	(1,093.5)	(26.3)	*2.9%*	176.5	*(16.1%)*
Non-core Other income (iii)	(0.9)	(0.1)	0.0	(0.8)	*>100.0%*	(0.1)	-
CORE EBITDA	**603.2**	**357.0**	**(820.0)**	**246.2**	***69.0%***	**1,177.0**	***(>100.0%)***

(i) This item refers to impairments on rights-of-use assets, PP&E and intangible assets and is included in Impairment net of the Consolidated Statement of Profit or Loss; Other expenses (CORE) include non-shop leases.

(ii) This item refers to Transaction Costs and Taxes other than income tax expense and is included in Other Expenses of the Consolidated Statement of Profit or Loss;

(iii) This item refers to Non-core Other Income and is included in Other Income of the Consolidated Statement of Profit or Loss;

2022 vs 2021

In 2022, Dufry's performance was characterized by a strong recovery of the travel retail industry, resulting in increasing sales in most regions where Dufry operates.

However, the level of recovery was different strong between some of the regions worldwide. Whereas some operations performance was better than expected, other operations still had to deal with certain COVID-19 restrictions or with other adverse environmental effects.

The change in CORE EBITDA was mainly due to (i) higher net profit following strong rebound in travel activity and air traffic and (ii) higher finance income.

2021 vs 2020

Due to closure of airports and restrictions of travel activity during Covid-19 pandemic, Dufry Group recorded a significant net loss. Therefore, the change in CORE EBITDA from 2020 to 2021 was due to a gradual re-opening of travel business on a very low level.

(2) Adjusted Operating Profit

The following tables provide the calculation of the Adjusted Operating Profit for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	For the year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of CHF or percentage)						
Operating profit/(loss)	**502.4**	**(66.2)**	**(2,500.7)**	**568.6**	**(>100,0%)**	**2,434.5**	**(97.4%)**
Adjusted for:					-		
Amortization of concession rights(i)	158.3	195.5	251.3	(37.2)	(19.0%)	(55.8)	(22.2%)
Impairment of concession rights(i)	15.6	223.9	556.7	(208.3)	(93.0%)	(332.8)	(59.8%)
Impairment of goodwill(ii)	0.0	21.6	131.1	(21.6)	(100.0%)	(109.5)	(83.5%)
Adjusted operating profit/(loss)	676.3	374.8	(1,561.6)	301.5	80.4%	1,936.4	(>100,0%)

	For the year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of Euro or percentage)						
Operating profit/(loss)	**500.0**	**(61.2)**	**(2,336.4)**	**561.2**	**(>100,0%)**	**2,275.2**	**(97.4%)**
Adjusted for:	0.0	0.0	0.0				
Amortization of concession rights(i)	157.5	180.8	234.8	(23.3)	(12.9%)	(54.0)	(23.0%)

Impairment of concession rights(i)	15.5	207.1	520.1	(191.6)	(92.5%)	(313.0)	(60.2%)
Impairment of goodwill(ii)	0.0	20.0	122.5	(20.0)	(100.0%)	(102.5)	(83.7%)
Adjusted operating profit/(loss)	**673.0**	**346.7**	**(1,459.0)**	**326.3**	**94.1%**	**1,805.7**	**(>100,0%)**

(i) These items are included in the Depreciation and amortization of the Consolidated Statement of Profit or Loss

(ii) This item is included in the Impairment net of the Consolidated Statement of Profit or Loss.

2022 vs 2021

The change in Operating profit was mainly due to a substantial recovery of travel retail business in 2022 which generated an operating profit of CHF 502.4 million (Euro 500.0 million) compared to an operating loss of CHF (66.2) million (Euro (61.2) million) in 2021.

2021 vs 2020

The change in Operating loss in 2021 was substantially lower than in 2020 mainly because of business recovery after Covid-19 pandemic, increased air traffic and eased travelling restriction.

(3) Adjusted net profit

The following tables provides the calculation of the Adjusted net profit for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Net profit/(loss) attributable to equity holders of the parent	**58.2**	**(385.4)**	**(2,513.7)**	**443.6**	***(>100.0%)***	**2,128.3**	***(84.7%)***
Amortization of concession rights(i)	158.3	195.5	251.1	(37.2)	*(19.0%)*	(55.6)	*(22.1%)*
Impairment of concession rights(i)	15.6	224.0	556.8	(208.4)	*(93.0%)*	(332.8)	*(59.8%)*

Impairment of goodwill[(ii)]	–	21.6	131.1	(21.6)	*(100.0%)*	(109.5)	*(83.5%)*
Deferred income tax on above lines	(37.1)	(128.0)	(172.6)	90.9	*(71.0%)*	44.6	*(25.8%)*
Non-controlling interests on above lines	(22.0)	(14.1)	(89.8)	(7.9)	*56.0%*	75.7	*(84.3%)*
Interest on lease obligations[(iii)]	**127.6**	**109.8**	**178.7**	**17.8**	***16.2%***	**(68.9)**	***(38.6%)***
Adjusted net profit	**300.6**	**23.4**	**(1,658.4)**	**277.2**	***(>100.0%)***	**1,681.8**	***(>100.0%)***

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Net profit/(loss) attributable to equity holders of the parent	**57.9**	**(356.5)**	**(2,348.6)**	**414.4**	***(>100.0%)***	**1,992.1**	***(84.8%)***
Amortization of concession rights[(i)]	157.5	180.9	234.6	(23.3)	*(12.9%)*	(53.8)	*(22.9%)*
Impairment of concession rights[(i)]	15.5	207.2	520.2	(191.7)	*(92.5%)*	(313.0)	*(60.2%)*
Impairment of goodwill[(ii)]	–	20.0	122.5	(20.0)	*(100.0%)*	(102.5)	*(83.7%)*
Deferred income tax on above lines	(36.9)	(118.4)	(161.3)	81.5	(68.8%)	42.9	*(26.6%)*
Non-controlling interests on above lines	(21.9)	(13.0)	(83.9)	(8.9)	67.9%	70.9	*(84.5%)*
Interest on lease obligations[(iii)]	127.0	101.6	167.0	25.4	*25.0%*	(65.4)	*(39.2%)*
Adjusted net profit	**299.1**	**21.7**	**(1,549.5)**	**277.5**	**>100.0%**	**1,571.1**	***(>100.0%)***

(i) These items are included in the Depreciation and amortization of the Consolidated Statement of Profit or Loss;

(ii) This item is included in the Impairment net of the Consolidated Statement of Profit or Loss;

(iii) These are included in the Finance expenses of the Consolidated Statement of Profit or Loss.

2022 vs 2021

The change in Adjusted net profit is mainly due to higher net profit in 2022.

2021 vs 2020

The change in Adjusted net profit is mainly due to a substantial reduction of net losses between 2020 and 2021, mainly due to cost discipline and a rebound in travel activity.

(4) Adjusted earnings per share

The following tables provides the calculation of Adjusted earnings per share for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	For the year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In CHF per share (i))						
Earnings per share	**0.6**	**(4.4)**	**(0.2)**	**5.0**	(>100.0%)	**(4.2)**	**>100.0%**
Amortization of concession rights (ii)	1.7	2.2	2.1	(0.5)	(23.3%)	0.1	4.1%
Impairment of concession rights (ii)	0.2	2.6	0.2	(2.4)	(93.4%)	2.4	>100.0%
Impairment of goodwill (iii)	0.0	0.2	0.0	(0.2)	(100.0%)	0.2	-
Interest on lease obligations (iv)	1.4	1.3	1.3	0.1	10.0%	(0.0)	(3.7%)
Deferred income tax on above lines	(0.5)	(1.5)	(0.5)	1.0	(69.1%)	(1.0)	>100.0%
Non-controlling interests on above lines	(0.2)	(0.2)	(0.1)	(0.1)	50.4%	(0.1)	>100.0%
Adjusted earnings per share	**3.2**	**0.3**	**2.9**	**2.9**	**>100.0%**	**(2.6)**	**(90.8%)**

	For the year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In Euro per share (i))						
Earnings per share	**0.6**	**(4.1)**	**(0.2)**	**4.7**	(>100.0%)	**(3.9)**	**>100.0%**
Amortization of concession rights (ii)	1.7	2.1	2.0	(0.4)	(17.5%)	0.1	3.1%
Impairment of concession rights (ii)	0.2	2.4	0.2	(2.2)	(92.9%)	2.2	>100.0%

Impairment of goodwill (iii)	0.0	0.2	0.0	(0.2)	(100.0%)	0.2	–
Interest on lease obligations (iv)	1.4	1.2	1.2	0.2	18.4%	(0.1)	(4.7%)
Deferred income tax on above lines	(0.4)	(1.3)	(0.5)	0.9	(66.7%)	(0.9)	>100.0%
Non-controlling interests on above lines	(0.2)	(0.1)	(0.1)	(0.1)	61.8%	(0.1)	>100.0%
Adjusted earnings per share	**3.2**	**0.2**	**2.7**	**2.9**	**>100.0%**	**(2.4)**	**(90.8%)**

(i) Weighted average number of outstanding shares amounted to 92,711,400 in 2022, 87,784,450 in 2021 and 58,450,437 in 2020;

(ii) These items are included in the Depreciation and amortization of the Consolidated Statement of Profit or Loss;

(iii) This item is included in the Impairment net of the Consolidated Statement of Profit or Loss;

(iv) These are included in the Finance expenses of the Consolidated Statement of Profit or Loss.

2022 vs 2021

The change in Adjusted earnings per share was mainly due to higher and positive Net profit.

2021 vs 2020

The change in Adjusted earnings per share was mainly due to material net loss in 2020 as Dufry's business was significantly impacted by the Covid-19 pandemic and the related travel restriction.

(5) Financial net debt

The following tables provides the calculation of the Financial net debt as of 31 December 2022, 2021 and 2020 in CHF and Euro.

In millions of CHF or percentage	As of 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
Borrowings (i)	3,575.1	3,816.9	3,704.5	(241.8)	(6.3%)	112.4	3.0%
Financial derivative liabilities – current (ii)	99.8	63.5	0.0	36.3	57.2%	63.5	–
Derivative financial assets (iii)	(9.4)	(7.4)	0.0	(2.0)	27.0%	(7.4)	–
Cash and cash equivalents	(854.7)	(793.5)	(360.3)	(61.2)	7.7%	(433.2)	>100,0%
Financial net debt	**2,810.8**	**3,079.5**	**3,344.2**	**(268.7)**	**(8.7%)**	**(264.7)**	**(7.9%)**

In millions of Euro or percentage	As of 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
Borrowings (i)	3,612.7	3,679.6	3,425.7	(67.0)	(1.8%)	254.0	7.4%
Financial derivative liabilities – current (ii)	100.8	61.2	0.0	39.6	64.7%	61.2	–
Derivative financial assets (iii)	(9.5)	(7.1)	0.0	(2.4)	33.1%	(7.1)	–
Cash and cash equivalents	(863.7)	(765.0)	(333.2)	(98.7)	12.9%	(431.8)	>100,0%
Financial net debt	**2,840.3**	**2,968.8**	**3,092.5**	**(128.4)**	**(4.3%)**	**(123.7)**	**(4.0%)**

(i) *It includes current and non-current borrowings in the Consolidated statement of financial position.*

(ii) *Financial derivative liabilities – current is included in the line-item of Consolidated statement of financial position "Other liabilities".*

(iii) *Derivative financial assets is included in the line-item of Consolidated statement of financial position "Other accounts receivables".*

Please note that Financial Net Debt described in the Chapter 7 differs from Financial Indebtedness as calculated in Chapter 8 insofar as Financial Indebtedness includes "lease obligations" and certain elements of "Other non-current liabilities" from the Consolidated Financial Statement. Financial Net Debt refers mainly to drawn amounts under the credit lines, netted by cash, and therefore reflects pure bank debt.

2022 vs 2021

The change in Financial Net Debt was mainly due to improved cash generation as the travel retail business rebounded strongly from Covid-19.

2021 vs 2020

The change in Financial Net Debt was mainly due higher than cash generation in 2021 compared to 2020 when global restrictions and health concerns reduced travel retail significantly.

(6) Capex

The following tables provides the calculation of the Capex for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	As of 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
Purchase of property, plant and equipment	(97.4)	(74.3)	(101.1)	(23.1)	*31.1%*	26.8	(26.5%)
Purchase of intangible assets	(15.9)	(16.9)	(17.9)	1.0	*(5.9%)*	1.00	(5.6%)
Other investing activities	–	–	0.5	–	–	(0.5)	(100.0%)

Proceeds from sale of property, plant and equipment	3.2	3.1	12.5	0.1	*3.2%*	(9.4)	(75.2%)
Capex	**(110.1)**	**(88.1)**	**(106.0)**	**(22.0)**	***25.0%***	**17.9**	**(16.9%)**

	As of 31 December			***Changes***			
	2022	**2021**	**2020**	**2022 vs 2021**	**%**	**2021 vs 2020**	**%**
Purchase of property, plant and equipment	(98.4)	(71.6)	(93.5)	(26.8)	*37.4%*	21.9	(23.4%)
Purchase of intangible assets	(16.1)	(16.3)	(16.6)	0.2	*(1.4%)*	0.26	(1.6%)
Other investing activities	-	-	0.5	-	-	(0.5)	(100.0%)
Proceeds from sale of property, plant and equipment	3.2	3.0	11.6	0.2	*8.2%*	(8.6)	(74.1%)
Capex	**(111.3)**	**(84.9)**	**(98.0)**	**(26.3)**	***31.0%***	**13.1**	**(13.4%)**

2022 vs 2021

The change in Capital Expenditure was mainly due increased Business Development activities after global pandemic. Refurbishment of shops and participation in tender processes resumed in 2022 compared to low activity in 2021 as most locations and countries gradually re-opened from global pandemic.

2021 vs 2020

2021 has been year of transition as global recovery from global pandemic continued with limited activity for investment activities.

(7) Adjusted operating cash flow

The following tables provides the calculation of the Adjusted operating cash flow for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Cash flow before working capital changes	**1,589.6**	**622.4**	**(4.1)**	**967.2**	***>100.0%***	**626.5**	***(>100.0%)***
Lease payments	(907.8)	(478.4)	(405.7)	(429.4)	*89.8%*	(72.7)	*17.9%*
Proceeds from lease income	4.0	3.1	3.9	0.9	*29.0%*	(0.8)	*(20.5%)*
Adjusted operating cash flow	**685.8**	**147.1**	**(405.9)**	**538.7**	***>100.0%***	**553.0**	***(>100.0%)***

	Year ended 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Cash flow before working capital changes	1,581.8	575.7	(3.8)	1,006.1	*>100.0%*	579.5	*(>100.0%)*
Lease payments	(903.4)	(442.5)	(379.1)	(460.9)	*>100.0%*	(63.5)	*16.7%*
Proceeds from lease income	4.0	2.9	3.6	1.1	*38.8%*	(0.8)	*(21.3%)*
Adjusted operating cash flow	682.5	136.1	(379.2)	**546.4**	***>100.0%***	**515.3**	***(>100.0%)***

2022 vs 2021

The change in Adjusted Operating Cash Flows was a result of a material increase of Cash flow before working capital changes. Cost discipline and recovery in travel business improved cash flows in 2022.

2021 vs 2020

Cash Flows improved in 2021 compared to 2021 as travel retail gradually recovered from 2020.

(8) Free cash flow

The following tables provides the calculation of the Free cash flow for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro.

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of CHF or percentage)						
Net cash flows from operating activities	**1,511.6**	**678.2**	**(345.3)**	**833.4**	>100,0%	**1,023.5**	(>100.0%)
Purchase of property, plant and equipment	(97.4)	(74.3)	(101.1)	(23.1)	31.1%	26.8	(26.5)%
Purchase of intangible assets	(15.9)	(16.9)	(17.9)	1.0	-5.9%	1.0	(5.6)%
Proceeds from sale of property, plant and equipment	3.2	3.1	12.5	0.1	3.2%	(9.4)	(75.2)%
Other investing activities	0.0	0.0	(1.1)	0.0	0.0%	1.1	(100.0)%
Adjustment related to Other investing activities (i)	0.0	0.0	1.7	0.0	0.0%	(1.7)	(100.0)%
Proceeds from lease income	4.0	3.1	3.9	0.9	29.0%	(0.8)	(20.5)%

Lease payments	(907.8)	(478.4)	(405.7)	(429.4)	89.8%	(72.7)	17.9%
Interest received	30.8	11.0	23.2	19.8	>100,0%	(12.2)	(52.6)%
Free cash flow	**528.5**	**125.8**	**(829.8)**	**402.7**	**>100,0%**	**955.6**	**(>100.0%)**

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of Euro or percentage)						
Net cash flows from operating activities	**1,504.2**	**627.3**	**(322.6)**	**876.9**	>100,0%	**949.9**	(>100.0%)
Purchase of property, plant and equipment	(96.9)	(68.7)	(94.5)	(28.2)	41.0%	25.7	(27.2)%
Purchase of intangible assets	(15.8)	(15.6)	(16.7)	(0.2)	1.2%	1.1	(6.5)%
Proceeds from sale of property, plant and equipment	3.2	2.9	11.7	0.3	11.1%	(8.8)	(75.4)%
Other investing activities	0.0	0.0	(1.0)	0.0	0.0%	1.0	(100.0)%
Adjustment related to Other investing activities [(i)]	0.0	0.0	1.6	0.0	0.0%	(1.6)	(100.0)%
Proceeds from lease income	4.0	2.9	3.6	1.1	38.8%	(0.8)	(21.3)%
Lease payments	(903.4)	(442.5)	(379.1)	(460.9)	>100,0%	(63.5)	16.7%
Interest received	30.6	10.2	21.7	20.5	>100,0%	(11.5)	(53.1)%
Free cash flow	**525.9**	**116.4**	**(775.3)**	**409.6**	**>100,0%**	**891.7**	**(>100.0%)**

[(i)] This item refers to investing and are included in Proceeds from other financial assets of the Consolidated Statement of Cash flows.

2022 vs 2021

The change in Free Cash Flow was mainly due to mainly due to strong Net cash flows from operating activities as travel retail business recovered strongly compared to previous years which were significantly affected by global pandemic and travel restrictions.

2021 vs 2020

In 2020, travel restrictions and closure of shops resulted in substantial reduction in free cash flows mainly because operating activities were significantly affected by global pandemic. In 2021, Dufry Group experienced a rebound of travel activity and a high focus on cost discipline helped net cash flows from operating activities to improve.

(9) Equity free cash flow

The following table provides the calculation of the Equity free cash flow for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro:

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of CHF or percentage)						
Net cash flows from operating activities	1,511.6	678.2	(345.3)	833.4	>100.0%	1,023.5	(>100.0%)
Purchase of property, plant and equipment	(97.4)	(74.3)	(101.1)	(23.1)	31.1%	26.8	(26.5)%
Purchase of intangible assets	(15.9)	(16.9)	(17.9)	1.0	-5.9%	1.0	(5.6)%
Purchase of financial assets	(0.1)	(0.1)	(0.4)	0.0	0.0%	0.3	(75.0)%
Proceeds from lease income	4.0	3.1	3.9	0.9	29.0%	(0.8)	(20.5)%
Repayment of loans receivable granted	3.5	4.7	1.5	(1.2)	-25.5%	3.2	>100.0%
Proceeds from sale of property, plant and equipment	3.2	3.1	12.5	0.1	3.2%	(9.4)	(75.2)%
Proceeds from sale of financial assets	2.6	1.5	4.9	1.1	73.3%	(3.4)	(69.4)%
Other investing activities	0.0	0.0	(1.1)	0.0	0.0%	1.1	(100.0)%
Interest received	30.8	11.0	23.2	19.8	>100.0%	(12.2)	(52.6)%
Lease payments	(907.8)	(478.4)	(405.7)	(429.4)	89.8%	(72.7)	17.9%
Adjustment related to Other investing activities (i)	0.6	0.0	1.7	0.6	0.0%	(1.7)	(100.0)%
Interest paid	(164.9)	(140.9)	(168.8)	(24.0)	17.0%	27.9	(16.5)%
Cash flow related to minorities (ii)	(65.0)	(24.4)	(34.7)	(40.6)	>100.0%	10.3	(29.7)%
Equity free cash flow	**305.2**	**(33.4)**	**(1,027.3)**	**338.6**	**(>100.0%)**	**993.9**	**(96.7)%**

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(In millions of Euro or percentage)						
Net cash flows from operating activities	1,504.2	627.3	(322.6)	876.9	>100.0%	949.9	(>100.0%)
Purchase of property, plant and equipment	(96.9)	(68.7)	(94.5)	(28.2)	41.0%	25.7	(27.2)%
Purchase of intangible assets	(15.8)	(15.6)	(16.7)	(0.2)	1.2%	1.1	(6.5)%
Purchase of financial assets	(0.1)	(0.1)	(0.4)	(0.0)	7.6%	0.3	(75.2)%
Proceeds from lease income	4.0	2.9	3.6	1.1	38.8%	(0.8)	(21.3)%

Repayment of loans receivable granted	3.5	4.3	1.4	(0.9)	-19.9%	2.9	>100.0%
Proceeds from sale of property, plant and equipment	3.2	2.9	11.7	0.3	11.1%	(8.8)	(75.4)%
Proceeds from sale of financial assets	2.6	1.4	4.6	1.2	86.5%	(3.2)	(69.7)%
Other investing activities	0.0	0.0	(1.0)	0.0	0.0%	1.0	(100.0)%
Interest received	30.6	10.2	21.7	20.5	>100.0%	(11.5)	(53.1)%
Lease payments	(903.4)	(442.5)	(379.1)	(460.9)	>100.0%	(63.5)	16.7%
Adjustment related to Other investing activities (i)	0.6	0.0	1.6	0.6	0.0%	(1.6)	(100.0)%
Interest paid	(164.1)	(130.3)	(157.7)	(33.8)	25.9%	27.4	(17.4)%
Cash flow related to minorities (ii)	(64.7)	(22.6)	(32.4)	(42.1)	>100.0%	9.9	(30.4)%
Equity free cash flow	**303.7**	**(30.9)**	**(959.8)**	**334.6**	**(>100.0%)**	**928.9**	**(96.8)%**

(i) This item refers to Other investing activities and are included in Other Financing item of the Consolidated Statement of Cash flows

2022 vs 2021

The change in Net Cash Flow from operating activities was mainly due to improved operational performance in terms of cash generation and cost discipline.

2021 vs 2020

The change in Net Cash Flow from operating activities was mainly due to improved operational performance after a gradual re-opening of shops and improved air traffic after Covid-19 pandemic.

For the composition and any further information about Net Financial Indebtedness please see Part B, Section I, Chapter 8, Paragraph 8.1.

For the reconciliation to the most directly comparable measure calculated and presented in accordance with IFRS of Net Fixed Assets, Core net working capital, Net Working Capital, Net Invested Capital, Inventory Turnover, Days of Inventory (DOI), Trade Receivables Turnover, Days Sales Outstanding (DSO), Trade Payables Turnover, Days Payables Outstanding (DPO) please see Part B, Section I, Chapter 8, Paragraph 8.3.

7.1.2. Future development of Dufry

The Group does not carry out research and development activities.

The future development expectations of Dufry are described in the Projections; for further information see Part B, Section I, Chapter 11 of the Exemption Document.

7.2. Operating results

7.2.1. Significant factors materially affecting Dufry's income from operations

Conflict between Russia and Ukraine

The Russian travel market has a very low significance for Dufry Group. Dufry has operations in Russia through its local Joint Venture, which in 2022 represented 1.7% of the Group's net sales (2.2% of net sales in 2021). In Ukraine, Dufry Group only has operations in the Odessa Airport, which are suspended due to the conflict. Sales in the Ukrainian airport are not material, being 0.01% of the Dufry Group's revenue for financial year ended 31 December 2022.

Increased costs for energy prices and inflation

Dufry's exposure to changes in energy prices and to overall inflation is relatively subdued as Dufry operates shops in highly regulated, third-party owned premises such as airports, train stations, cruise ships&ferries, as well as seaports and downtown resorts. This means that for most of the stores, a large proportion of the utility consumption, such as water or energy usage and sourcing in the shops, cannot be directly changed or influenced by Dufry, as these factors are pre-determined by the landlords and the given building construction. Likewise, as a pure retailer, Dufry does not develop own product labels, does not operate any own manufacturing sites, and only sells third-party products directly sourced from its brand partners Products are sourced directly from brand owners and are delivered either to our Distribution Centers or directly to the shops. Transportation of goods from the supplier's production sites to the Dufry Distribution Centers or directly to the shops is covered within the responsibility of the suppliers.

Most of the electric energy consumption of Dufry´s activities happen in the store environment. Lighting, refrigeration and air conditioning of over 2,400 stores are the largest contributors to the Company's energy consumption and, consequently, to the Company's CO2 footprint. The direct influence of Dufry on these is however limited due to the nature of Dufry's business. Dufry stores are mostly located in third-party owned premises and in highly regulated environments, where Dufry has little or no choice when selecting power sources. Furthermore, as per financial year 2022, 45.6% of the concession contracts contain fixed-lease obligation and infrastructure costs, especially energy, are borne by the airport being the owner of the premises. However, Dufry Group is resilient to a certain degree of commodity or price inflation as potential additional costs could be passed to the consumers in the sense of price increases on selling products. Energy prices are reflected under Other Expenses in the consolidated statement of profit or loss. Energy costs are booked for variable concession obligations only and was equal to CHF (37.9) million (Euro (37.7) million) or 6.6% or of Total Other Expenses in 2022 (compared CHF (23.9) million (Euro (22.1) million) or 14.2% and CHF (21.7) million (Euro (20.3) million) or 13.5% in 2021 and 2020 respectively).

Acquisition of Hudson

On 6 February 2018, Dufry AG announced that its wholly-owned subsidiary, Hudson Ltd. ("Hudson Group"), has closed its previously announced initial public offering (IPO) of 39,417,765 Class A common shares at a public offering price of $19.00 per share on February 5, 2018. The shares began trading on the New York Stock Exchange on February 1, 2018, under the ticker symbol "HUD." This transaction added up to a gross income of USD 748.9 million or CHF 697.4 million (Euro 602.5 million). The underwriting discounts and commissions incurred were (USD 34.5) or CHF (32.2) million (Euro (27.8 million), resulting in proceeds of USD 714.4 million or CHF 665.2 million (Euro 574.7 million). The shares began trading on the New York Stock Exchange on February 1, 2018, under the ticker symbol "HUD". Dufry used the proceeds mainly to reduce the bank debt. The gain of this transaction after transaction expenses amounted to CHF 439.5 million (Euro 379.2 million). After the IPO Dufry retained the control of Hudson Ltd, as the shares offered through the IPO represented less than 50% of the total in terms of shares or voting rights.

On December 1, 2020, Dufry acquired the remaining 42.6 % (CHF 126.5 million or Euro 116.9 million) of the voting equity interest of Hudson Ltd for a total consideration of USD 302.9 million (CHF 275.4 million or Euro 253.2 million). Dufry offered to the shareholders of Hudson Class A shares a price of USD 7.70 per share. After the completion of this transaction, the trading of the Hudson shares on the New York Stock Exchange has been suspended. The Group has financed this transaction with a capital increase. As the Group already controlled this entity before the partial acquisition, there is no change in the sales or operating profit of the Group. This transaction was accounted for as a transaction between equity holders for the Group.

Exchange rate fluctuations

The Group prepares its consolidated financial statements in CHF, while as a global retailer, Dufry has worldwide activities which are financed in different currencies and are consequently affected by fluctuations of foreign exchange and interest rate.

The Group is therefore exposed to the risk that the exchange rate fluctuations used to convert the financial statements of subsidiaries, originally expressed in foreign currency, affect both the results of the Group and the consolidated equity. Dufry may enter into a variety of financial instruments to manage its exposure to foreign currency risk, including forward foreign exchange contracts, currency swaps and over the counter plain vanilla options. Nevertheless, effects arising from changes in currency are not material. Below table shows the impact of currency fluctuation on profit/loss.

For the year ended 31 December 2022, for each 0.01 change in the CHF/USD exchange rate, net sales would experience a change of approximately +/– CHF 28.6 million (Euro 28.5 million), for each 0.01 change in the CHF/Euro exchange rate, net sales would experience a change of approximately +/– CHF 17.7 million (Euro 17.6 million) and for each 0.01 change in the CHF/GBP exchange rate, net sales would experience a change of approximately +/– CHF 10.3 million (Euro 10.2 million).

As per 31 December 2022, for each 0.01 change in the CHF/USD exchange rate, EBITDA would experience a change of approximately +/– CHF 15.6 million (Euro 15.5 million), for each 0.01 change in the CHF/Euro exchange rate, EBITDA would experience a change of approximately +/– CHF 12.7 million (Euro 12.6 million) and for each 0.01 change in the CHF/GBP exchange rate, EBITDA would experience a change of approximately +/– CHF 2.4 million (Euro 2.4 million).

The tables below show the effect of the main currencies on Profit or Loss in CHF and Euro.

	Year ended 31 December			*In Total of Profit*		
	2022	In Total of Profit	2021	In Total of Profit	2020	In Total of Profit
	(In millions of CHF or percentage)					
Effect on profit or loss based on USD	(1.2)	(1.0)%	0.8	(0.2)%	6.4	(0.2)%
Effect on profit or loss based on EUR	(2.8)	(2.3)%	0.7	(0.2)%	(0.1)	0.0%
Effect on profit or loss based on GBP	(0.3)	(0.2)%	0.6	(0.2)%	0.3	0.0%

	Year ended 31 December			*In Total of Profit*		
	2022	In Total of Profit	2021	In Total of Profit	2020	In Total of Profit
	(In millions of Euro or percentage)					
Effect on profit or loss based on USD	(1.2)	(1.0)%	0.7	(0.2)%	6.0	(0.2)%
Effect on profit or loss based on EUR	(2.8)	(2.3)%	0.6	(0.2)%	(0.1)	0.0%
Effect on profit or loss based on GBP	(0.3)	(0.2)%	0.6	(0.2)%	0.3	0.0%

7.2.2. Material changes in net sales or revenues of Dufry

Dufry Group is a leading global travel retailer with operations in 66 countries on six continents as of 31 December 2022, combining prime operations in developed markets with strong positions in emerging markets.

Dufry outlets are located in a variety of travel retail settings with the vast majority of sales produced by airport retail businesses (91.4% and 84.2% of sales for the years ended 31 December 2022 and 2021, respectively). As of 31 December 2022, Dufry operated approximately 2,236 stores, with a total sales area of approximately 470,000 square meters, including approximately 1,905 stores located in airports, approximately 175 stores operating on cruise lines, ferries and seaports, approximately 91 stores at border, downtown and hotel shops and approximately 65 stores in railway stations, among others. In 2022, Dufry opened and expanded new shops, adding almost 9,800 square meters of retail space across all divisions.

The Company's travel retail operations consist of a variety of retail concepts focusing on the specific needs of travelers, including general travel retail outlets offering a wide range of products such as perfumes and cosmetics, confectionary and other foods, wines and spirits, luxury goods and tobacco goods, as well as brand boutiques, specialized shops, convenience stores and theme shops.

Due to the unprecedented level of disruption to global travel caused by the COVID-19 pandemic, including operational shut-downs of airports, cruise lines and other travel channels, passenger numbers at the facilities where Dufry operates were dramatically reduced during the year ended 31 December 2020, in particular during the months of March to June, as well as November and December. As a result, at times during this period, Dufry temporarily closed nearly all of its stores. Due to this disruption, turnover decreased by 71.1% in the year ended 31 December 2020 compared to 2019 and Dufry reported a net loss of CHF (2,740.5) million (Euro (2,560.5) million) for year ended 31 December 2020. In addition, during the year ended 31 December 2020, Dufry recorded total impairment charges of CHF (1,193.1) million (Euro (1,114.7) million) primarily due to the effects of the COVID-19 pandemic.

During 2021, many travel restrictions were canceled or revised, and domestic and international travel resumed, especially in Asia, Europe, and the U.S. During the second half of 2020 and continuing through 2021, Dufry re-opened retail operations gradually based on single-location productivity scenarios and in close cooperation with airport authorities and landlords. As of 31 December 2021, around 80% of the Company's approximately 2,328 shops globally had re-opened, representing approximately 88% of the sales capacity (based on the turnover for the year ended 31 December 2019). Due to these improved conditions, turnover increased by 52.9% in the year ended 31 December 2021 compared to 2020, and Dufry reported a net loss of CHF (365.2) million (Euro (337.8) million) for year ended 31 December 2021. In addition, during the year ended 31 December 2021, Dufry recorded total impairment charges net of CHF (280.5) million (Euro (259.5) million) primarily due to the effects of the COVID-19 pandemic.

As of 31 December 2022, around 89% of the approximately 2,328 shops globally had re-opened, representing approximately 90% of Dufry's sales capacity (based on the turnover for the year ended 31 December 2019). Turnover increased by 75.5% in the 12 months ended 31 December 2022 compared to the 12 months ended 31 December 2021, and Dufry Group reported a net profit of CHF 120.6 million (Euro 120.0 million) for the full-year ended 2022.

Due to the negative effects from Covid-19 pandemic on the business, the Group has recorded impairments of assets of CHF (1,193.2) million (Euro (1,103.4) million) in 2020, whereof CHF (443.1) million (Euro (409.7) million) are impairments on right-of-use assets and CHF (712.8) million (Euro (659.1) million) refer to impairments on acquisition-related intangible assets. Nearly all our shops worldwide were required to close to help curb the spread of COVID-19 or have been subject to very low passenger traffic, all these affecting severally the actual turnover, as well as projections. An overall amount of CHF (1,024.8) million (Euro (947.7) million) of impairments was related to depreciable and amortizable asset, while CHF (131.1) million (Euro (121.2) million) are related to goodwill's impairments.

As of 31 December 2022, the Group's balance sheet includes concession right intangibles in the amount of CHF 1,170.4 million (Euro 1,164.7 million) (2021: CHF 1,421.6 million or Euro 1,315.0 million) and right-of-use assets with definite useful lives in the amount of CHF 2,567.8 million (Euro 2,555.3 million) (2021: CHF 3,120.8 million or Euro 2,886.7 million). In 2022, management recorded an impairment charge of CHF (47.9) million (Euro (47.7) million) for concession right intangibles and right-of-use assets and a reversal of impairment of CHF 66.0 million (Euro 61.0 million) from concession right intangibles and right-of-use assets (2021: CHF (365.6) million or Euro (363.8) million and CHF 172.7 million or Euro 159.7 million), respectively).

The value of non-current assets could be impaired in the presence of impairment indicators such as, for example, those related to the changing market scenarios of the different and diversified geographic areas in which we operate and to any negative results from subsidiaries operating therein.

In compliance with the requirements of IAS 36, (i) the carrying value of goodwill and (ii) the carrying value of Property, plant and equipment, Right-of-use Assets and Intangible assets underwent an impairment test, the outcome of which confirmed the full recoverability of the goodwill attributed to each of our CGUs, and an impairment loss of CHF (49.3) million (Euro (49.1) million) was recorded:

- CHF (1.4) million (Euro (1.4) million) impairment loss in Property, plant and equipment and a reversal of impairment of 0.2 million (Euro 0.2 million)
- CHF (15.0) million (Euro (14.9) million) impairment loss in Right-of-use Assets and a reversal of impairment of 48.7 million (Euro 48.5 million)

- CHF (32.9) million (Euro (32.7) million) impairments loss on Intangible assets and goodwill, which included an impairment loss of CHF (21.6) million (Euro (21.5) million) of goodwill for division The Americas, being the residual represented by impairment connected to other intangible assets. Reversal of impairment was CHF 17.3 million (Euro 17.2 million).

Goodwill is recognized from the acquisition of businesses by the Group and have been assigned for the purpose of impairment testing to the groups of cash generating units (GCGU). These groups reflect the reportable segments expected to benefit from the synergies related to acquisitions. Below tables show the carrying amount of Goodwill for the Divisions.

Impairment test of Goodwill	
Goodwill by Segment (carrying amount)	**As of 31 December 2022**
(in millions of CHF)	
Europe, Middle East and Africa (EMEA)	1,434.6
Asia Pacific	34.1
The Americas	765.7
Global Distribution Centers	37.8
Total carrying amount of goodwill	**2,272.2**

Impairment test of Goodwill	
Goodwill by Segment (carrying amount)	**As of 31 December 2022**
(in millions of Euro)	
Europe, Middle East and Africa (EMEA)	1,427.6
Asia Pacific	33.9
The Americas	762.0
Global Distribution Centers	37.6
Total carrying amount of goodwill	**2,261.1**

7.2.3. Significant factors materially affecting Dufry's income from operations

For more information on the external factors which may affect Dufry's income from operations, please see Chapter 11, Section 11.2.

CHAPTER 8 CAPITAL RESOURCES

8.1. Dufry's capital resources

Net financial indebtedness

The following table provides the calculation of Net Financial Indebtedness as of 31 December 2022, 2021 and 2020 in CHF, prepared in accordance with ESMA Recommendations contained in Guidelines 32-382-1138 of March 4, 2021 on disclosure requirements under the Prospectus Regulation.

	As of December 31,			Changes			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(in millions of CHF or percentage)						
A. Cash (i)	790.5	758.6	347.3	31.9	*4.2%*	411.3	*>100.0%*
B. Cash equivalents(i)	64.2	34.9	13.0	29.3	*84.0%*	21.9	*>100.0%*
C. Other current financial assets	–	–	–	–	–	–	–
D. Liquidity (A+B+C)	**854.7**	**793.5**	**360.3**	**61.2**	***7.7%***	**433.2**	***>100.0%***
E. Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt) and including bank overdraft (ii)	–	6.4	15.1	–	–	(8.7)	*(57.6%)*
F. Current portion of non-current financial debt (iii)	1,240.3	1,213.2	1,452.4	27.1	*2.2%*	(239.2)	*(16.5%)*
G. Current financial indebtedness (E+F)	**1,240.3**	**1,219.6**	**1,467.5**	**20.7**	***1.7%***	**(247.9)**	***(16.9%)***
H. Net current financial indebtedness (G-D)	**385.6**	**426.1**	**1,107.2**	**(40.5)**	***(9.5%)***	**(681.1)**	***(61.5%)***
I. Non-current financial debt (excluding current portion and debt instruments) (iv)	2,469.5	3,247.0	5,698.0	(777.5)	*(23.9%)*	(2,451.0)	*(43.0%)*
J. Debt instruments (v)	2,993.0	3,083.2	1,975.5	(90.2)	*(2.9%)*	1,107.7	*56.1%*
K. Non-current trade and other payables (vi)	7.7	26.2	23.4	(18.5)	*(70.6%)*	2.8	*12.0%*
L. Non-current financial indebtedness (I+J+K)	**5,470.2**	**6,356.4**	**7,696.9**	**(886.2)**	***(13.9%)***	**(1,340.5)**	***(17.4%)***
M. Net Financial Indebtedness (H+L)	**5,855.8**	**6,782.5**	**8,804.1**	**(926.7)**	***(13.7%)***	**(2,021.6)**	***(23.0%)***

(i) These items are included in the "Cash and cash equivalents" of the Consolidated Statement of Financial Position;

(ii) The item includes the bank debt overdrafts entered in "Current borrowings" for CHF 0.0 million, CHF 6.4 million and CHF 15.1 million as for the years ended December 31, 2022, 2021 and 2020, respectively of the Consolidated Statement of Financial Position and corresponds to the overdraft balance of Dufry's Global Cash Pool.

(iii) The item includes the "Current borrowings" for CHF 122.7 million, CHF 38.9 million and CHF 38.8 million as for the years ended December 31, 2022, 2021 and 2020, respectively, excluding bank debt overdrafts, "Current lease obligations" for CHF 992.4 million, CHF 1,077.9 million and CHF 1,397.5 million as for the years ended December 31, 2022, 2021 and 2020, respectively, Financial derivatives liabilities entered in "Other liabilities" for CHF 99.8 million, CHF 63.5 million and CHF 0.0 million as for the years ended December 31, 2022, 2021 and 2020, respectively and Interest payables entered in "Other liabilities" for CHF 25.4 million, CHF 32.9 million and CHF 16.1 million as for the years ended December 31, 2022, 2021 and 2020, respectively of the Consolidated Statement of Financial Position;

(iv) The item includes the "Non-current borrowings", excluding Senior Notes for CHF 498.6 million, CHF 729.6 million and CHF 1,716.6 million as for the years ended December 31, 2022, 2021 and 2020, respectively, and "Non-current lease obligations" for CHF 2,010.2 million, CHF 2,558.5 million and CHF 4,022.9 million as for the years ended December 31, 2022, 2021 and 2020, and Non-Financial Liabilities which correspond to Fair Value adjustments for (39.3) million, (41.1) million and (41.5) million as for the years ended December 31, 2022, 2021 and 2020 respectively of the Consolidated Statement of Financial Position;

(v) The item includes the Senior Notes entered in "Non-current borrowings" for CHF 2,993.0, CHF 3,083.2 and CHF 1,975.5 million as for the years ended December 31, 2022, 2021 and 2020, respectively of the Consolidated Statement of Financial Position

(vi) The item corresponds to a Put-Option on a business agreement included in "Other non-current liabilities" for CHF 7.7 million, CHF 26.2 million and CHF 23.4 million as for the years ended December 31, 2022, 2021 and 2020, respectively of the Consolidated Statement of Financial Position.

The following table provides the same calculation of Net Financial Indebtedness as of 31 December 2022, 2021 and 2020 in Euro.

	As of December 31,			Changes			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
	(in millions of Euro or percentage)						
A. Cash [i]	798.8	731.3	321.2	67.5	*9.2%*	410.2	*>100.0%*
B. Cash equivalents(i)	64.9	33.6	12.0	31.2	*92.8%*	21.6	*>100.0%*
C. Other current financial assets	–	–	–	–	–	–	–
D. Liquidity (A+B+C)	**863.7**	**765.0**	**333.2**	**98.7**	***12.9%***	**431.8**	***>100.0%***
E. Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt) and including bank overdraft [ii]		6.2	14.0	–	–	(7.8)	*(55.8%)*
F. Current portion of non-current financial debt [iii]	1,253.3	1,169.6	1,343.1	83.8	*7.2%*	(173.5)	*(12.9%)*
G. Current financial indebtedness (E+F)	**1,253.3**	**1,175.7**	**1,357.0**	**77.6**	***6.6%***	**(181.3)**	***(13.4%)***
H. Net current financial indebtedness (G-D)	**389.7**	**410.8**	**1,023.9**	**(21.1)**	***(5.1%)***	**(613.1)**	***(59.9%)***
I. Non-current financial debt (excluding current portion and debt instruments) [iv]	2,495.5	3,130.2	5,269.1	(634.8)	*(20.3%)*	(2,138.9)	*(40.6%)*
J. Debt instruments [v]	3,024.5	2,972.3	1,826.8	52.1	*1.8%*	1,145.5	*62.7%*
K. Non-current trade and other payables [vi]	7.8	25.3	21.6	(17.5)	*(69.2%)*	3.6	*16.7%*
L. Non-current financial indebtedness (I+J+K)	**5,527.7**	**6,127.8**	**7,117.5**	**(600.1)**	***(9.8%)***	**(989.7)**	***(13.9%)***
M. Net Financial Indebtedness (H+L)	**5,917.3**	**6,538.6**	**8,141.4**	**(621.3)**	***(9.5%)***	**(1,602.8)**	***(19.7%)***

[i] These items are included in the "Cash and cash equivalents" of the Consolidated Statement of Financial Position;

[ii] The item includes the bank debt overdrafts entered in "Current borrowings" for Euro 0.0 million, Euro 6.2 million and Euro 14.0 million as for the years ended December 31, 2022, 2021 and 2020, respectively of the Consolidated Statement of Financial Position and corresponds to the overdraft balance of Dufry's Global Cash Pool.

[iii] the "Current borrowings" for Euro 124.0 million, Euro 37.5 million and Euro 38.8 million as for the years ended December 31, 2022, 2021 and 2020, respectively, excluding bank debt overdrafts, "Current lease obligations" for Euro 1,002.8 million, Euro 1,039.1 million and Euro 1,292.3 million as for the years ended December 31, 2022, 2021 and 2020, respectively, Financial derivatives liabilities entered in "Other liabilities" for Euro 100.8 million, Euro 61.2 million and Euro 0.0 million as for the years ended December 31, 2022, 2021 and 2020, respectively and Interest payables entered in "Other liabilities" for Euro 25.7 million, Euro 31.7 million and Euro 14.9 million as for the years ended December 31, 2022, 2021 and 2020,

respectively of the Consolidated Statement of Financial Position;

(iv) The item includes the "Non-current borrowings", excluding Senior Notes for Euro 503.8 million, Euro 703.4 million and Euro 1,716.6 million as for the years ended December 31, 2022, 2021 and 2020, respectively, and "Non-current lease obligations" for Euro 2,031.3 million, Euro 2,466.5 million and Euro 3,720.1 million as for the years ended December 31, 2022, 2021 and 2020, and Non-Financial Liabilities which correspond to Fair Value adjustments for (39.7) million, (39.6) million and (38.4) million as for the years ended December 31, 2022, 2021 and 2020 respectively of the Consolidated Statement of Financial Position;

(v) The item includes the Senior Notes entered in "Non-current borrowings" for Euro 3,024.5, Euro 2,972.3and Euro 1,826.8 million as for the years ended December 31, 2022, 2021 and 2020, respectively of the Consolidated Statement of Financial Position

(vi) The item corresponds to a Put-Option on a business agreement included in "Other non-current liabilities" for Euro 7.8 million, Euro 25.3 million and Euro 21.6 million as for the years ended December 31, 2022, 2021 and 2020, respectively of the Consolidated Statement of Financial Position.

Liquidity

Liquidity includes Cash at banks and cash on hand, which are included in the line-item Cash and cash equivalents.

The following table provides the breakdown of the liquidity as of 31 December 2022, 2021 and 2020 in CHF.

	As of December 31,		
	2022	2021	2020
	(in millions of CHF)		
Cash (i)	790.5	758.6	347.3
Cash equivalents	64.2	34.9	13
Other current financial assets			
Liquidity	**854.7**	**793.5**	**360.3**

(i) These items are included in the "Cash and cash equivalents" in the Consolidated Statement of Financial Position.

The following table provides the breakdown of the liquidity as of 31 December 2022, 2021 and 2020 in Euro.

	As of December 31,		
	2022	2021	2020
	(in millions of Euro)		
Cash (i)	798.8	731.3	321.2
Cash equivalents	64.9	33.6	12.0
Other current financial assets			
Liquidity	**863.7**	**765.0**	**333.2**

(i) These items are included in the "Cash and cash equivalents" in the Consolidated Statement of Financial Position.

The item comprises cash and cash equivalents recognized in the financial statements of the consolidated companies. There are no restrictions to the use of cash and cash equivalents apart from a covenant, which is place until and including 30 June 2023, which requires Dufry Group to keep a minimum available liquidity at least of CHF 300 million (Euro 303.2 million) on a monthly basis. Please note that cash and cash equivalents as of 31 December 2022 include CHF 110.1 million (Euro 111.3 million) held by subsidiaries operating in countries with exchange controls or other legal restrictions on money transfer, which may result in delay and administrative hurdles in the use of such resources.

The following table provides the breakdown for geographical areas of the cash and cash equivalents as of 31 December 2022, 2021 and 2020 in CHF.

	As of December 31,		
	2022	2021	2020
	(in millions of CHF)		
EMEA	636.5	482.4	252.0
The Americas	495.2	405.7	341.3
Asia	41.5	25.9	27.2
Corporate (i)	(318.5)	(120.5)	(260.1)
Cash and cash equivalents	**854.7**	**793.5**	**360.3**

(i) Negative bank balances are netted with credit balances in the Global Cash Pool.

The following table provides the breakdown for geographical areas of the cash and cash equivalents as of 31 December 2022, 2021 and 2020 in Euro.

	As of December 31,		
	2022	2021	2020
	(in millions of Euro)		
EMEA	643.2	465.1	233.0
The Americas	500.4	391.1	315.6
Asia	41.9	25.0	25.2
Corporate (i)	(321.8)	(116.2)	(240.5)
Cash and cash equivalents	**863.7**	**765.0**	**333.3**

2022 vs 2021

The liquidity increased by CHF 61.2 million (Euro 98.7 million), from CHF 793.5 million (Euro 765.0 million) as of 31 December 2021 to CHF 854.7 million (Euro 863.7 million) as of 31 December 2022. The increase in liquidity is mainly due to: (i) the net cash flow from operating activities amounting to CHF 1,511.6 million (Euro 1,504.2 million) mainly resulting from an increase in profit before taxes of CHF 604.6 million (Euro 601.7 million) compared to 2021.

2021 vs 2020

The liquidity increased by CHF 433.2 million (Euro 431.1 million), from CHF 360.3 million (Euro 333.2 million) as of 31 December 2020 to CHF 793.5 million (Euro 765.0 million) as of 31 December 2021. The increase in liquidity is mainly due to combined effect of: (i) the net cash flow from operating activities amounting to CHF 678.2 million (Euro 674.9 million) mainly related to a substantial increase in profit before taxes following strong operating business recovery from Covid-19 pandemic; (ii) the net cash flow used in investment activities of CHF (72.8) million (Euro (72.4) million) mainly related to the acquisition of property, plant and equipment of CHF (74.3) million (Euro (73.9) million); (iii) the net cash used in financing activities of CHF (136.2) million (Euro (135.5) million) mainly related to higher transaction costs for financial instruments in 2021 of CHF (42.7) million (Euro (39.5) million) compared to 2020 (transaction costs for financial instruments included incentives for the conversion of a bond in shares of CHF (28.8) million) (Euro (27.8) million), and higher lease payments of CHF (72.2) million (Euro (67.2) million).

Current financial indebtedness

Current financial indebtedness composition and trend as of 31 December 2022, 2021 and 2020 are provided below in CHF.

	As of 31 December,		
	2022	2021	2020
	(in millions of CHF)		
Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt) (i)	-	6.4	15.1
Current portion of non-current financial debt (ii)	1,240.3	1,213.2	1,452.4
Current financial indebtedness	**1,240.3**	**1,219.6**	**1,467.5**

(i) The item includes the bank debt overdrafts entered in "Current borrowings" in the Consolidated Statement of Financial Position;

(ii) The item includes the "Current borrowings", excluding bank debt overdrafts, "Current lease obligations", Financial derivatives liabilities entered in "Other liabilities" and Interest payables entered in "Other liabilities" of the Consolidated Statement of Financial Position;

The table below presents the breakdown of the current portion of non-current financial debt as of and for the years ended 31 December 2022, 2021 and 2020 in CHF.

In millions of CHF	2022	2021	2020
Borrowings, current excluding bank overdraft	122.7	38.9	38.8
Lease obligations, current	992.4	1,077.9	1,397.5
Derivative financial liabilities	99.8	63.5	0.0
interest payables	25.4	32.9	16.1
Current Portion of non-current financial debt	**1,240.3**	**1,213.2**	**1,452.4**

Current financial indebtedness composition and trend as of 31 December 2022, 2021 and 2020 are provided below in Euro.

	As of 31 December,		
	2022	2021	2020
	(in millions of Euro)		
Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt) (i)	–	6.2	14.0
Current portion of non-current financial debt (ii)	1,253.3	1,169.6	1,343.1
Current financial indebtedness	**1,253.3**	**1,175.7**	**1,357.0**

(i) The item includes the bank debt overdrafts entered in "Current borrowings" in the Consolidated Statement of Financial Position;

(ii) The item includes the "Current borrowings", excluding bank debt overdrafts, "Current lease obligations", Financial derivatives liabilities entered in "Other liabilities" and Interest payables entered in "Other liabilities" of the Consolidated Statement of Financial Position;

The table below presents the breakdown of the current portion of non-current financial debt as of and for the years ended 31 December 2022, 2021 and 2020 in Euro.

In millions of Euro	2022	2021	2020
Borrowings, current excluding bank overdraft	124.0	37.5	35.9
Lease obligations, current	1,002.8	1,039.1	1,292.3
Derivative financial liabilities	100.8	61.2	0.0
interest payables	25.7	31.7	14.9
Current Portion of non-current financial debt	**1,253.3**	**1,169.6**	**1,343.1**

2022 vs 2021

As of 31 December 2022, current financial indebtedness refers to: (i) the current portion of banks borrowings of CHF 122.7 million (Euro 122.1 million) (CHF 45.3 million or Euro 45.8 million as of 31 December 2021), (ii) financial derivative liabilities of CHF 99.8 million (Euro 100.8 million) (CHF 63.5 million or Euro 61.2 million as of 31 December 2021), (iii) current lease obligations for CHF 992.4 million (Euro 1,002.8 million) (CHF 1,077.9 million (Euro 1,039.1 million) as of 31 December 2021). The increase of CHF 20.7 million (Euro 20.9 million) in current Borrowings excluding overdraft is mainly attributable to a higher financial derivatives liabilities of CHF 36.3 million (Euro 36.7 million) and by an increase in banks borrowings of CHF 77.4 million (Euro 78.2 million), partially offset by a decrease in current lease obligations of CHF 85.5 million (Euro 86.4 million).

2021 vs 2020

As of 31 December 2021, current financial indebtedness refers to (i) the current portion of banks borrowings for CHF 45.3 million (Euro 43.7 million) (respectively CHF 53.9 million (Euro 49.8 million) as of 31 December 2020); (iii) liability from financial derivatives of CHF 63.5 million (Euro 61.2 million). (compared to liabilities from financial derivatives of CHF 0.0 million as of 31 December 2020); (iv) liability from interest payables of CHF 32.9 million (Euro 31.7 million) (compared to CHF 25.4 million or Euro 23.5 million); (v) a put-option payable included in business agreement of CHF 26.2 million (Euro 25.3 million) (compared to CHF 16.1 million (Euro 14.9 million) in 2020); and (vi) current lease obligations for CHF 1,077.9 million (Euro 1,039.1 million) (CHF 1,397.5 million or Euro 1,292.3 million) as of 31 December 2020). The decrease of CHF (247.9) million (Euro (239.0) million) is mainly attributable to a decrease in current lease obligations of CHF (319.6) million (Euro (308.1) million), a decrease in banks borrowings of CHF (8.7) million (Euro (8.4) million), partially offset by a higher financial derivatives liabilities of CHF 63.5 million (Euro 61.2 million).

See paragraph “Liquidity risk” below for additional information about the credit lines of credit as of 31 December 2022.

Non-current financial indebtedness

Non-current financial indebtedness composition and trend as of 31 December 2022, 2021 and 2020 are provided below in CHF and Euro.

	As of 31 December,		
	2022	2021	2020
	(in millions of CHF)		
Non-current financial debt (excluding current portion and debt instruments)	**2,469.5**	**3,247.0**	**5,698.0**
Of which:			
Non-current portion of loans	*459.3*	*688.5*	*1,675.1*
Non-current lease obligations	*2,010.2*	*2,558.5*	*4,022.9*
Debt instruments	**2,993.0**	**3,083.2**	**1,975.5**
Of which:			
Non-current borrowings - Senior Notes	*2,993.0*	*3,083.2*	*1,975.5*
Non-current trade and other payables	**7.7**	**26.2**	**43.5**
Of which:			
Non-current trade and other payables	*7.7*	*26.2*	*43.5*
Non-current financial indebtedness	**5,470.2**	**6,356.4**	**7,717.0**

	As of 31 December,		
	2022	2021	2020
	(in millions of Euro)		
Non-current financial debt (excluding current portion and debt instruments)	**2,495.5**	**3,130.2**	**5,269.1**
Of which:			
Non-current portion of loans	*464.1*	*663.7*	*1,549.0*
Non-current lease obligations	*2,031.3*	*2,466.5*	*3,720.1*
Debt instruments	**3,024.5**	**2,972.3**	**1,826.8**
Of which:			
Non-current borrowings - Senior Notes	*3,024.5*	*2,972.3*	*1,826.8*
Non-current trade and other payables	**7.8**	**25.3**	**40.2**
Of which:			
Non-current trade and other payables	*7.8*	*25.3*	*40.2*
Non-current financial indebtedness	**5,527.7**	**6,127.8**	**7,136.1**

Non-current lease obligations are related to the non-current portion of the liabilities arising from the application of IFRS 16, equal to CHF 2,010.2 million (Euro 2,031.3 million) as of 31 December 2022. Such liabilities are mainly attributable to long-term concession liabilities towards airports. The table below shows the undiscounted contractual cash flows of lease obligations by maturity date in CHF and Euro.

Maturity	As of 31 December,		
	2022	2021	2020
	(in millions of CHF)		
1 year	992.4	1,077.9	1,397.5
2 years	514.7	907.0	1,169.9
more than 2 years	2,087.6	2,127.8	3,435.0
Total lease obligation	**3,594.7**	**4,112.7**	**6,002.4**

Maturity	As of 31 December,		
	2022	2021	2020
	(in millions of Euro)		
1 year	1,002.8	1,039.1	1,292.3
2 years	520.1	874.4	1,081.8
more than 2 years	2,109.5	2,051.3	3,176.4
Total lease obligation	**3,632.5**	**3,964.8**	**5,550.6**

2022 vs 2021

The non-current financial indebtedness decreased by CHF 886.2 million (Euro 600.1 million) from CHF 6,356.4 million (Euro 6,127.8 million) as of 31 December 2021 to CHF 5,470.2 million (Euro 5,527.7 million) as of 31 December 2022. This decrease was primarily attributable to (i) the decrease in the non-current portion of borrowings for CHF 27.1 million (Euro 27.4 million) and (ii) a decrease in non-current lease obligations for CHF 548.3 million (Euro 554.1 million).

Non-current lease obligations are related to the non-current portion of the liabilities arising from the application of IFRS 16, equal to CHF 2,010.2 million (Euro 2,031.3 million) as of December 31, 2022 (CHF 2,558.5 million (Euro 2,466.5 million) as of December 31, 2021).

2021 vs 2020

The non-current financial indebtedness decreased from CHF 7,696.9 million (Euro 7,117.5 million) as of 31 December 2020 to CHF 6,356.4 million (Euro 6,127.8 million) as of 31 December, 2021, with a decrease of CHF 1,340.5 million (Euro 1,239.9 million). This decrease was primarily attributable to: (i) decrease of non-current lease obligations of CHF 1,464.4 million (Euro 1,411.7 million); (ii) a decrease in non-current bank borrowings of CHF 986.7 million (Euro 951.2 million); partially offset by (iii) an increase of non-current borrowings - Senior Notes of CHF 1,107.7 million (Euro 1,067.9 million).

The decrease in the non-current portion of borrowings for CHF 986.7 million (Euro 951.2 million) is mainly related to proceeds from bank debt amounting to CHF 642.9 million (Euro 639.8 million) and the reclassification to current in 2021 of non-current bank borrowings amounting to CHF 35.3 million (Euro 34.0 million). The increase of non-current borrowings - Senior Notes of CHF 1,107.7 million (Euro 1,067.9 million) is mainly related to the Proceeds from convertible bonds amounting to CHF 1,599.3 (Euro 1,541.8 million) million, net of the Conversion of CHF 350 million bond (Euro 337.4 million) to Equity for CHF 321.0 million (Euro 309.5 million) and the Equity component of convertible bonds amounting to CHF 54.1 million (Euro 52. million).

The table below sets forth a summary of the financial exposure as of 31 December 2022, 2021 and 2022. This amount refers to interest-bearing and non-interest bearing financial debts and it includes the current and non-current "Borrowings", the current and non-current "Lease obligations", excluding trade payables and other payables of the Consolidated Statement of Financial Position.

The table below shows the absolute and relative changes in financial exposure as of 31 December 2022, 2021 and 2020 in CHF and Euro.

	As of 31 December,						Changes			
	2022	% of total	2021	% of total	2020	% of total	2022 vs 2021	%	2021 vs 2020	%
	(in millions of CHF or percentage)									
Total fixed rate financial liability	6,109.2	92.9%	6,961.3	92.9%	7,430.5	*81.1%*	(852.1)	*(12.2%)*	(469.2)	*(6.3%)*
Total variable rate financial liability	467.7	7.1%	513.7	6.9%	1,735.9	*18.9%*	(46.0)	*(9.0%)*	(1,222.2)	*(70.4%)*
Total non-interest bearing financial liability	0.7	0.0%	19.5	0.3%	0.0	-	(18.8)	*(96.4%)*	19.5	-
Total outstanding financial debt (i)	**6,577.6**	**100.0%**	**7,494.5**	**100.0%**	**9,166.4**	***100.0%***	**(916.9)**	***(12.2%)***	**(1,671.9)**	***(18.2%)***

	As of 31 December,						Changes			
	2022	% of total	2021	% of total	2020	% of total	2022 vs 2021	%	2021 vs 2020	%
	(in millions of Euro or percentage)									
Total fixed rate financial liability	6,173.4	92.9%	6,711.0	92.9%	6,871.2	*81.1%*	(537.6)	*(8.0%)*	(160.2)	*(2.3%)*
Total variable rate financial liability	472.6	7.1%	495.2	6.9%	1,605.2	*18.9%*	(22.6)	*(4.6%)*	(1,110.0)	*(69.1%)*
Total non-interest bearing financial liability	0.7	0.0%	18.8	0.3%	0.0	-	(18.1)	*(96.2%)*	18.8	-
Total outstanding financial debt [(i)]	**6,646.7**	**100.0%**	**7,225.0**	**100.0%**	**8,476.4**	***100.0%***	**(578.3)**	***(8.0%)***	**(1,251.4)**	***(14.8%)***

[(i)] This amount refers to interest bearing and non-interest-bearing financial debts and it includes the current and non-current "Borrowings", the current and non-current "Lease obligations", excluding trade payables and other payables of the Consolidated Statement of Financial Position.

The tables below show details of the main characteristics of the Group's bank loans as of 31 December 2022. For further information about the detail of the Group's bank loans and as of 31 December 2022, 2021 and 2020 please refer to the Consolidated Financial Statements.

Bank	Company	Interest - rate	Terms	Subscription date	Currency	Original Amount	Expiry Date	Remaining debt 31 December, 2022	Within 12 months	Over 12 months
						(in millions)		*(in millions of CHF)*		
ING Bank N.V.	Hudson Group (HG) Inc.	Variable	7.204%	22/12/2022	USD	443.0	20/12/2027	409.5		409.5
BBVA Colombia	Dufry Colombia SAS	Fixed	7.700%	04/02/2022	COP	40,272.0	02/02/2023	7.8	7.8	
Arrangement Fees Revolving Credit Facility								(17.3)		(17.3)
A. Bank Borrowings								400.0	7.8	392.2

Banco Santander, S.A, London Branch	WDFG UK Limited	Variable	5.5 %	18/12/2020	GBP	50.0	18/12/2023	55.9	55.9	
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Variable	4.5 %	12/11/2020	EUR	9.5	12/11/2023	5.5	5.5	
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Variable	4.0 %	11/05/2020	EUR	15.0	11/05/2026	13.8		13.8
Bankinter	World Duty Free Group SA	Variable	5.0 %	24/04/2020	EUR	25.0	22/04/2023	24.7	24.7	
Alpha Bank SA	Hellenic Duty Free Shops S.A.	Variable	2.1 %	21/07/2020	EUR	30.0	30/09/2025	32.5		32.5
Eurobank SA	Hellenic Duty Free Shops S.A.	Variable	2.2 %	10/07/2022	EUR	40.0	10/07/2025	16.3	16.3	
Banca Popolare di Milano	Dufrital SpA	Variable	2.3 %	19/01/2021	EUR	4.0	19/01/2026	3.4	3.4	
Banca Popolare di Sondrio	Dufrital SpA	Variable	2.3 %	19/01/2021	EUR	8.0	19/01/2026	6.8		6.8
UBS AG	The Nuance Group AG	Variable	0.5 %	14/05/2020	CHF	10.0	31/03/2025	4.9		4.9
UBS AG	The Nuance Group AG	Variable	0.0 %	21/04/2020	CHF	10.0	31/03/2025	6.0	6.0	

Attijariwafa Bank	Dufry Maroc SARL	Variable	3.5%	31/03/2021	MAD	55.0	30/06/2026	3.7		3.7
B. Covid Loans								**173.5**	**111.8**	**61.7**
C = A + B Total bank loans								**573.5**	**119.6**	**453.9**
Loan from Joint Venture Parner	Chengdu Hudson Bright Power Commercial Co. Ltd	Fixed	5.7%	31/01/2018	CNY	9.0	31/01/2028	1.2	1.2	
Loan from Joint Venture Parner	Dufry HWG Shopping Sdn Bhn	Variable	3.3%	07/03/2021	MYR	7.8	07/03/2026	1.6	1.6	
Loan from Joint Venture Parner	Shanghai Huaihai – Dufry Trading Co. Ltd	Fixed	4.5%	31/07/2013	CNY	2.0	31/07/2028	0.3	0.3	
Loan from Joint Venture Parner	Dufry Staer Holding Group	Fixed	3.5%	02/11/2021	EUR	3.8	19/05/2025	3.7		3.7
Loan Payable to Airport	HG SLC Retailers JV	Fixed	3.9%	30/07/2021	USD	1.7	30/07/2026	1.6		1.6
D. Third party loans								**8.5**	**3.1**	**5.4**
E = C + D Total loans								**582.0**	**122.7**	**459.3**
Non-Convertible bond	Dufry One BV	Fixed	3.6%	15/04/2021	CHF	300.0	15/04/2026	298.9		298.9
Non-Convertible bond	Dufry One BV	Fixed	2.5%	24/10/2017	EUR	800.0	15/10/2024	790.4		790.4
Convertible bond	Dufry One BV	Fixed	0.8%	23/03/2021	CHF	500.0	30/03/2026	459.5		459.5
Non-Convertible bond	Dufry One BV	Fixed	2.0%	20/11/2019	EUR	750.0	15/02/2027	732.1		732.1
Non-Convertible bond	Dufry One BV	Fixed	3.4%	15/04/2021	EUR	725.0	15/04/2028	712.2		712.2
F. Senior Notes								**2,993.0**	**–**	**2,993.0**
G = E + F Total Borrowings								**3,575.0**	**122.7**	**3,452.3**

Bank	Company	Interest – rate	Terms	Subscription date	Currency	Original Amount	Expiry Date	Remaining debt 31 December, 2022	Within 12 months	Over 12 months
						(in millions)		(*in millions of Euro*)		
ING Bank N.V.	Hudson Group (HG) Inc.	Variable	7.204%	22/12/2022	USD	443.0	20/12/2027	413.8	0	413.8
BBVA Colombia	Dufry Colombia SAS	Fixed	7.700%	04/02/2022	COP	40,272.0	02/02/2023	7.9	7.9	–
Arrangement Fees Revolving Credit Facility								(17.5)	–	(17.5)
A. Bank Borrowings								404.2	7.9	396.3
Banco Santander, S.A, London Branch	WDFG UK Limited	Variable	5.5 %	18/12/2020	GBP	50.0	18/12/2023	56.5	56.5	–
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Variable	4.5 %	12/11/2020	EUR	9.5	12/11/2023	5.5	5.5	–
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Variable	4.0 %	11/05/2020	EUR	15.0	11/05/2026	14.0	–	14.0
Bankinter	World Duty Free Group SA	Variable	5.0 %	24/04/2020	EUR	25.0	22/04/2023	25.0	25.0	–
Alpha Bank SA	Hellenic Duty Free Shops S.A.	Variable	2.1 %	21/07/2020	EUR	30.0	30/09/2025	32.9	–	32.9
Eurobank SA	Hellenic Duty Free	Variable	2.2 %	10/07/2022	EUR	40.0	10/07/2025	16.4	16.4	–

	Shops S.A.									
Banca Popolare di Milano	Dufrital SpA	Variable	2.3 %	19/01/2021	EUR	4.0	19/01/2026	3.4	3.4	–
Banca Popolare di Sondrio	Dufrital SpA	Variable	2.3 %	19/01/2021	EUR	8.0	19/01/2026	6.9	–	6.9
UBS AG	The Nuance Group AG	Variable	0.5 %	14/05/2020	CHF	10.0	31/03/2025	5.0	–	5.0
UBS AG	The Nuance Group AG	Variable	0.0 %	21/04/2020	CHF	10.0	31/03/2025	6.1	6.1	–
Attijariwafa Bank	Dufry Maroc SARL	Variable	3.5 %	31/03/2021	MAD	55.0	30/06/2026	3.7	–	3.7
B. Covid Loans								**175.3**	**113.0**	**62.3**
C = A + B Total bank loans								**579.5**	**120.9**	**458.7**
Loan from Joint Venture Parner	Chengdu Hudson Bright Power Commercial Co. Ltd	Fixed	5.7 %	31/01/2018	CNY	9.0	31/01/2028	1.2	1.2	–
Loan from Joint Venture Parner	Dufry HWG Shopping Sdn Bhn	Variable	3.3 %	07/03/2021	MYR	7.8	07/03/2026	1.7	1.7	–
Loan from Joint Venture Parner	Shanghai Huaihai – Dufry Trading Co. Ltd	Fixed	4.5 %	31/07/2013	CNY	2.0	31/07/2028	0.3	0.3	–
Loan from Joint Venture Parner	Dufry Staer Holding Group	Fixed	3.5 %	02/11/2021	EUR	3.8	19/05/2025	3.8	–	3.8
Loan Payable to Airport	HG SLC Retailers JV	Fixed	3.9 %	30/07/2021	USD	1.7	30/07/2026	1.6	–	1.6
D. Third party loans								**8.6**	**3.1**	**5.4**
E = C + D Total loans								**588.1**	**124.0**	**464.1**
Non-Conver	Dufry One BV	Fixed	3.6 %	15/04/2021	CHF	300.0	15/04/2026	302.0	–	302.0

tible bond										
Non-Convertible bond	Dufry One BV	Fixed	2.5 %	24/10/2017	EUR	800.0	15/10/2024	798.7	-	798.7
Convertible bond	Dufry One BV	Fixed	0.8 %	23/03/2021	CHF	500.0	03/03/2026	464.3	-	464.3
Non-Convertible bond	Dufry One BV	Fixed	2.0 %	20/11/2019	EUR	750.0	15/02/2027	739.7	-	739.7
Non-Convertible bond	Dufry One BV	Fixed	3.4 %	15/04/2021	EUR	725.0	15/04/2028	719.7	-	719.7
F. Senior Notes								3,024.4	-	3,024.4
G = E + F Total Borrowings								3,612.5	124.0	3,488.5

As shown in the above tables, non-current portion of loans, which include non-current bank loans and non-current third party loans, were CHF 459.3 million (Euro 464.1 million) in 2022.

The tables below shows the details for the bonds and their nature:

Senior notes					
Issuance Date	20/11/2019	24/10/2017	23/03/2021	15/04/2021	15/04/2021
Total Amount	Euro 750 million	Euro 800 million	CHF 500 million (Convertible bond)	CHF 300 million	Euro 725 million
Number of series	1 serie	1 serie	1 serie	1 serie	1 serie
Types	RegS	RegS	RegS	RegS	RegS
ISIN Code	XS2079388828	XS1699848914	CH1105195684	XS2333565815	XS2333564503
Listing Location	The International Stock Exchange ("TISE")	The International Stock Exchange ("TISE")	Swiss Exchange (SIX)	The International Stock Exchange ("TISE")	The International Stock Exchange ("TISE")
Currency	Euro	Euro	CHF	CHF	Euro
Guarantee	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
Interest Rate	2.0% p.a., paid semi-annually (in arrears)	2.5% p.a., paid semi-annually (in arrears)	0.75 % p.a., payable semi-annually (in arrears)	3.625 % p.a., payable semi-annually (in arrears)	3.375 % p.a., payable semi-annually (in arrears)
Maturity	15/02/2027	15/10/2024	30/03/2026	15/04/2026	15/04/2028

Nature	Interest – rate	Terms	Currency	Original Amount	Maturity Date	2022	2021	2020
				(in millions of Currency)		(in millions of CHF)		
Non-Convertible bond	3.625%	Fixed	CHF	300.0	15/04/2026	298.9	299.0	–
Non-Convertible bond	2.50%	Fixed	EUR	800.0	15/10/2024	790.4	826.7	860.1
Convertible bond	0.750%	Fixed	CHF	500.0	30/03/2026	459.5	447.7	–
Non-Convertible bond	2.0%	Fixed	EUR	750.0	15/02/2027	732.1	765.0	795.2
Non-Convertible bond	3.375%	Fixed	EUR	725.0	15/04/2028	712.2	744.8	–
Convertible bond[1]	1.0%	Fixed	CHF	350.0	04/05/2023	–	–	320.2
					Total	2,993.0	3,083.2	1,975.5

Nature	Interest -rate	Terms	Currency	Original Amount	Maturity Date	2022	2021	2020
				(in millions of Currency)		(in millions of Euro)		
Non-Convertible bond	3.625%	Fixed	CHF	300.0	15/04/2026	302.0	288.3	–
Non-Convertible bond	2.50%	Fixed	EUR	800.0	15/10/2024	798.7	797.0	795.4
Convertible bond	0.75%	Fixed	CHF	500.0	03/03/2026	464.3	431.6	–
Non-Convertible bond	2.0%	Fixed	EUR	750.0	15/02/2027	739.8	737.5	735.3
Non-Convertible bond	3.375%	Fixed	EUR	725.0	15/04/2028	719.7	718.0	–
Convertible bond[1]	1.0%	Fixed	CHF	350.0	04/05/2023	–	–	296.1
					Total	3,024.5	2,972.3	1,826.8

1. The Convertible bond had an initial maturity of 04.05.2023 but was early converted in April 2021.

As of the Date of the Exemption Document, the Group is party to several loan agreements containing cross acceleration, cross-default, negative pledge, or change of control clauses. All the cross-default clauses are internal to the Group. In the 2019-2021 period and until the Date of the Exemption Document, none of the cross acceleration, cross-default, negative pledge or change of control clauses were triggered. As of the Date of the Exemption Document, the Group is in compliance with the commitments and obligation thereunder.

Below is a description of the main terms and conditions under the Group's loan agreements outstanding as of the Date of the Exemption Document.

Dufry International AG, a 100%-owned subsidiary of Dufry AG, has a 5-year committed multi-currency Revolving Credit Facility of total Euro 2,085 million (CHF 2,063.3 million), signed on 20 December 2022 of which the drawn amount as per 31 December 2022 is CHF 409.5 million. Borrowers are 100%-owned Dufry subsidiaries Dufry International AG, Dufry Financial Service B.V. and Hudson Group (HG) Inc. ING Bank N.V London Branch is acting as Agent the syndicated Revolving Credit Facility. Pursuant to this agreement, the lender may terminate the agreement on the occurrence of default. In March 2023 Dufry International AG initiated the process to request, pursuant to the Revolving Credit Facilities Agreement, the increase of up to Euro 665 million of the lending commitment under the Facilities with the same fixed maturity date of the existing Facilities (*i.e.* December 2027)(the "**Accordion Increase Request**"). The increase in the Facilities commitments will occur only if the requested increased commitments are assumed by one or more existing or new lenders willing to provide such increase. The increase in the lending commitment under the Facilities will provide additional flexibility to the New Group for the repayment of any existing financial indebtedness and/or for general corporate purposes. In this context, the Offeror intends to use a portion of the amounts available under the Facilities and/or cash flow under the balance sheet to refinance Autogrill's outstanding debt, equal to Euro 560.3 million at the Date of the Exemption Document. Such refinancing will not have any impact on the New Group gross financial indebtedness. On 28 and 29 March 2023, the Offeror received commitments under the Accordion Increase Request for a total amount of Euro 180 million, of which: (i) Euro 150 million will expire within 3 calendar months if the final accordion documentation is not executed within the same term; and (ii) Euro 30 million will expire within 2 calendar months if the final accordion documentation is not executed within the same term and is subject to the repayment and cancellation of existing Autogrill debt (which shall be repaid and canceled within the fifth business day following the settlement of the Offer, or by 30 September 2023, if earlier). The negotiations with the lenders for the additional commitments are still ongoing.

For the definition of Event of Default, contractual conditions and limitations, representations, information undertakings and financial covenants please refer to Chapter 20 "material contracts" and in subchapter "Covenants" in this Chapter.

Below table shows the composition of the Revolving Credit Facility and the outstanding drawn amount as of 31 December 2022.

Nature	Terms	Currency	Original Amount	Amount	Maturity Date	Drawn debt 31 December, 2022	Drawn debt 31 December, 2022
			(in millions of Currency)	(in millions of CHF)		(in millions of CHF)	(in millions of EUR)
Revolving Credit Facility, Facility A	Variable	EUR	1,960.0	1,939.6	20/12/2027	409.5	413.8
Revolving Credit Facility, Facility B	Variable	EUR	125.0	123.7	20/12/2027	–	–
Total Revolving Credit Facility	**Variable**	**EUR**	**2,085.0**	**2,063.3**	**20/12/2027**	**409.5**	**413.8**

The table below provides a reconciliation of the Revolving Credit Facility, the drawn amount and the Ancillary Facilities. The Ancillary Facilities are part of the Revolving Credit Facility and are temporarily assigned to issuance of bank guarantees which are covered by the Revolving Credit Facility. Please refer to description of Ancillary Facilities in Part B, Section I, Chapter 20, Paragraph 20.1.5.

Credit Line and drawn debt as of 31 December 2022	in CHF millions	in Euro millions
Total Revolving Credit Facility	2,063.3	2,085.0
Total drawn	409.5	413.8
Total Available Credit Line(*)	**1,653.8**	**1,671.2**
out of which are Ancillary Lines	234.8	237.3

(*) It should be noted that in March 2023 Dufry International AG initiated the process to request, pursuant to the Revolving Credit Facilities Agreement, the increase of up to Euro 665 million of the lending commitment under the Facilities with the same fixed maturity date of the existing Facilities (*i.e.* December 2027) (the "**Accordion Increase Request**"). On 28 and 29 March 2023, the Offeror received commitments under the Accordion Increase Request for a total amount of Euro 180 million, of which: (i) Euro 150 million will expire within 3 calendar months if the final accordion documentation is not executed within the same term; and (ii) Euro 30 million will expire within 2 calendar months if the final accordion documentation is not executed within the same term and is subject to the repayment and cancellation of existing Autogrill debt (which shall be repaid and canceled within the fifth business day following the settlement of the Offer, or by 30 September 2023, if earlier). The negotiations with the lenders for the additional commitments are still ongoing.

Pursuant to each publicly listed Senior Notes, the lender may terminate the agreement on the occurrence of the breach of one or more financial obligations towards banks or credit institutions for forfeiture of the benefit of the term, or that it determines early reimburse, or the termination, withdrawal or other of obligations different from the contract with it (cross-default). All contractual clauses are the same for publicly listed Senior Notes. For further information please refer to Chapter 20 "material contracts".

The Dufry Group has outstanding Government-backed Covid-19 Facilities, of which are fully drawn, of total CHF 175.9 million as of 31 December 2022.

In this regard, it should be noted that there are additional terms and conditions due to COVID-19 subsidies/COVID-19 loans in Switzerland, Italy, Spain, UK, U.S., Greece and Morocco (the "**Covid-Loans**"). The terms and conditions of the Covid-Loans include limitations to the usage of the proceeds from the Covid-Loans for the specific borrower and, in particular, the borrower, as defined in the Covid-Loans, should not prioritize any third party claims over the lender's claims out or in connection with the Covid-Loans (*pari passu*) nor grant loans or any other type of financing (incl. current accounts) or repay group loans, except for parent companies. All contractual terms and conditions apply to the respective borrower and company only and do not have any negative implication on the parent company Dufry AG nor on the consolidated Group.

The following tables shows the detail of the Covid-19 loans as of 31 December 2022 in CHF and Euro.

Bank	Company	Interest - rate	Terms	Subscription date	Currency	Original Amount	Expiry Date	Remaining debt December 31, 2022	Within 12 months	Over 12 months
						(in millions)		*(in millions of CHF)*		
Banco Santander, S.A, London Branch	WDFG UK Limited	Variable	5.529%	18/12/2020	GBP	50.0	18/12/2023	55.9	55.9	–
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Variable	4.500%	12/11/2020	EUR	9.5	12/11/2023	5.5	5.5	–
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Variable	4.000%	11/05/2020	EUR	15.0	11/05/2026	13.8	–	13.8
Bankinter	World Duty Free	Variable	4.950%	24/04/2020	EUR	25.0	22/04/2023	24.7	24.7	–

	Group SA									
Alpha Bank SA	Hellenic Duty Free Shops S.A.	Variable	2.100%	21/07/2020	EUR	30.0	30/09/2025	32.5	–	32.5
Eurobank SA	Hellenic Duty Free Shops S.A.	Variable	2.200%	10/07/2022	EUR	40.0	10/07/2025	16.3	16.3	–
Banca Popolare di Milano	Dufrital SpA	Variable	2.250%	19/01/2021	EUR	4.0	19/01/2026	3.4	3.4	–
Banca Popolare di Sondrio	Dufrital SpA	Variable	2.250%	19/01/2021	EUR	8.0	19/01/2026	6.8	–	6.8
UBS AG	The Nuance Group AG	Variable	0.500%	14/05/2020	CHF	10.0	31/03/2025	4.9	–	4.9
UBS AG	The Nuance Group AG	Variable	0.000%	21/04/2020	CHF	10.0	31/03/2025	6.0	6.0	–
Attijariwafa Bank	Dufry Maroc SARL	Variable	3.500%	31/03/2021	MAD	55.0	30/06/2026	3.7	–	3.7
							Total	**173.5**	**111.8**	**61.7**

Bank	**Company**	**Interest – rate**	**Terms**	**Subscription date**	**Currency**	**Original Amount**	**Expiry Date**	**Remaining debt December 31, 2022**	**Within 12 months**	**Over 12 months**
						(in millions)		*(in millions of CHF)*		
Banco Santander, S.A, London Branch	WDFG UK Limited	Variable	5.529%	18/12/2020	GBP	50	18/12/2023	56.5	56.5	–
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Variable	4.500%	12/11/2020	EUR	9.5	12/11/2023	5.5	5.5	–
Bankinter	Sociedad de	Variable	4.000%	11/05/2020	EUR	15	11/05/2026	14.0	–	14.0

	Distribucion Comercial Aeroportuaria de Canarias, S.L.									
Bankinter	World Duty Free Group SA	Variable	4.950%	24/04/2020	EUR	25	22/04/2023	25.0	25.0	–
Alpha Bank SA	Hellenic Duty Free Shops S.A.	Variable	2.100%	21/07/2020	EUR	30	30/09/2025	32.9	–	32.9
Eurobank SA	Hellenic Duty Free Shops S.A.	Variable	2.200%	10/07/2022	EUR	40	10/07/2025	16.4	16.4	–
Banca Popolare di Milano	Dufrital SpA	Variable	2.250%	19/01/2021	EUR	4	19/01/2026	3.4	3.4	–
Banca Popolare di Sondrio	Dufrital SpA	Variable	2.250%	19/01/2021	EUR	8	19/01/2026	6.9	–	6.9
UBS AG	The Nuance Group AG	Variable	0.500%	14/05/2020	CHF	10	31/03/2025	5.0	–	5.0
UBS AG	The Nuance Group AG	Variable	0.000%	21/04/2020	CHF	10	31/03/2025	6.1	6.1	–
Attijariwafa Bank	Dufry Maroc SARL	Variable	3.500%	31/03/2021	MAD	55	30/06/2026	3.7	–	3.7
							Total	**175.3**	**113.0**	**62.3**

Derivative financial instruments

Derivative financial instruments are related to hedging activities and speculative activities are not carried out or permitted. For this scope, the Group uses FX Swaps, FX Forwards and FX spot deals. There are no interest hedges for variable interest outstanding in the last 3 years.

The tables below detail the outstanding derivative financial instruments as of 31 December, 2022 in CHF and Euro.

Type of instrument	Trade Date	Currency Pair	Currency	Contractual Notional	Side	Contract Rate	Settlement	Settlement Date	Fair value as of 31 December, 2022
									(in millions of CHF)
Currency Option	27/12/2021	USD/MXN	MXN	3,300.0	CALL MXN	19.5	Cash Settlement	06/01/2023	0.7
Currency Option	27/12/2021	USD/BRL	BRL	217.5	CALL BRL	5	Cash Settlement	06/01/2023	0
Currency Option	27/12/2021	USD/COP	COP	168,700.0	CALL COP	3200	Cash Settlement	06/01/2023	0
Currency Swap	08/06/2021	Euro/USD	EUR	75.0	Long Euro Far Leg	1.2175	Cash Settlement	15/04/2024	-9.4
Currency Swap	08/06/2021	Euro/USD	EUR	100.0	Long Euro Far Leg	1.2173	Cash Settlement	15/04/2024	-12.7
Currency Swap	04/06/2021	Euro/USD	EUR	200.0	Long Euro Far Leg	1.2165	Cash Settlement	15/04/2024	-25.3
Currency Swap	04/06/2021	Euro/USD	EUR	75.0	Long Euro Far Leg	1.2161	Cash Settlement	15/04/2024	-9.3
Currency Swap	04/06/2021	Euro/USD	EUR	175.0	Long Euro Far Leg	1.2167	Cash Settlement	15/04/2024	-22
Currency Swap	04/06/2021	Euro/USD	EUR	100.0	Long Euro Far Leg	1.2181	Cash Settlement	15/04/2024	-12.5
FX Swap	15/12/2022	MAD/CHF	MAD	32.5	FX SWAP BUY/SELL	11.2898	Cash Settlement	19/01/2023	0
FX Swap	15/12/2022	HKD/CHF	HKD	255.0	FX SWAP BUY/SELL	8.4071	Cash Settlement	19/01/2023	0.2
Non-Deliverable Forward	06/12/2022	BRL/USD	BRL	29.0	NDF SELL	5.3212	Cash Settlement	08/02/2023	-0.1
FX Swap	24/11/2022	CAD/EUR	CAD	135.0	FX SWAP BUY/SELL	1.3967	Cash Settlement	30/01/2023	3.7
FX Swap	10/11/2022	AUD/CHF	AUD	80.0	FX SWAP BUY/SELL	0.6314	Cash Settlement	14/02/2023	0.2
Non-Deliverable Forward	08/11/2022	USD/KRW	KRW	9,622.9	NDF BUY	1374.7	Cash Settlement	10/02/2023	-0.6
Non-Deliverable Forward	03/11/2022	BRL/USD	BRL	29.0	NDF SELL	5.2078	Cash Settlement	07/02/2023	0.1

Non-Deliverable Forward	07/10/2022	EUR/MYR	MYR	32.5	NDF SELL	4.766	Cash Settlement	14/02/2023	0
Non-Deliverable Forward	08/11/2022	EGP/USD	EGP	30.0	NDF SELL	28.0797	Cash Settlement	10/05/2023	0.1

Type of instrument	Trade Date	Currency Pair	Currency	Contractual Notional	Side	Contract Rate	Settlement	Settlement Date	Fair value as of 31 December, 2022 (in millions of Euro)
Currency Option	27/12/2021	USD/MXN	MXN	3,300.0	CALL MXN	19.5	Cash Settlement	06/01/2023	0.7
Currency Option	27/12/2021	USD/BRL	BRL	217.5	CALL BRL	5	Cash Settlement	06/01/2023	0.0
Currency Option	27/12/2021	USD/COP	COP	168,700.0	CALL COP	3200	Cash Settlement	06/01/2023	0.0
Currency Swap	08/06/2021	Euro/USD	EUR	75.0	Long Euro Far Leg	1.2175	Cash Settlement	15/04/2024	-9.5
Currency Swap	08/06/2021	Euro/USD	EUR	100.0	Long Euro Far Leg	1.2173	Cash Settlement	15/04/2024	-12.8
Currency Swap	04/06/2021	Euro/USD	EUR	200.0	Long Euro Far Leg	1.2165	Cash Settlement	15/04/2024	-25.6
Currency Swap	04/06/2021	Euro/USD	EUR	75.0	Long Euro Far Leg	1.2161	Cash Settlement	15/04/2024	-9.4
Currency Swap	04/06/2021	Euro/USD	EUR	175.0	Long Euro Far Leg	1.2167	Cash Settlement	15/04/2024	-22.2
Currency Swap	04/06/2021	Euro/USD	EUR	100.0	Long Euro Far Leg	1.2181	Cash Settlement	15/04/2024	-12.6
FX Swap	15/12/2022	MAD/CHF	MAD	32.5	FX SWAP BUY/SELL	11.2898	Cash Settlement	19/01/2023	0.0
FX Swap	15/12/2022	HKD/CHF	HKD	255.0	FX SWAP BUY/SELL	8.4071	Cash Settlement	19/01/2023	0.2
Non-Deliverable Forward	06/12/2022	BRL/USD	BRL	29.0	NDF SELL	5.3212	Cash Settlement	08/02/2023	-0.1
FX Swap	24/11/2022	CAD/EUR	CAD	135.0	FX SWAP BUY/SELL	1.3967	Cash Settlement	30/01/2023	3.7
FX Swap	10/11/2022	AUD/CHF	AUD	80.0	FX SWAP BUY/SELL	0.6314	Cash Settlement	14/02/2023	0.2

Non-Deliverable Forward	08/11/2022	USD/KRW	KRW	9,622.9	NDF BUY	1374.7	Cash Settlement	10/02/2023	-0.6
Non-Deliverable Forward	03/11/2022	BRL/USD	BRL	29.0	NDF SELL	5.2078	Cash Settlement	07/02/2023	0.1
Non-Deliverable Forward	07/10/2022	EUR/MYR	MYR	32.5	NDF SELL	4.766	Cash Settlement	14/02/2023	0.0
Non-Deliverable Forward	08/11/2022	EGP/USD	EGP	30.0	NDF SELL	28.0797	Cash Settlement	10/05/2023	0.1

Covenants

Certain of the Group's borrowings are subject to financial covenants.

The following table shows the financial covenants required by the bank borrowings and Senior Notes listed above and the resulting values as of the last reporting date:

1) Leverage Covenant: a maximum ratio of Net Debt to CORE EBITDA of 5:1 for the test periods ending September 30, 2023 and December 31, 2023 and a maximum ratio of 4.5:1 for the test periods ending March 31, 2024 and thereafter,
2) Interest Cover: a minimum ratio of CORE EBITDA to total interest expense (excluding lease interest) of 3:1 for the test periods ending 30 September 2023 and thereafter, and
3) Minimum liquidity available of at least CHF 300 million (Euro 303.2 million) on a monthly basis until and including 30 June 2023.

Net debt or Financial net debt is calculated as the sum of Borrowings (current and non-current), Financial derivatives liability - Borrowings, financial derivatives assets - Borrowings and cash and cash equivalents. Dufry's financial net debt is not considering IFRS 16 related leases obligations. This alternative performance measure reflects the debt position of Dufry considered by our banks and financial institutions and is used by Dufry's lenders to calculate covenants under the bank financing agreements.

At the beginning of 2020, Dufry entered into an agreement with its bank consortium to waive the existing financial covenants ("Covenant Holiday") of 4.5x Net Debt/CORE EBITDA until end of June 2021 and assign a higher leverage covenant of at most 5x Net Debt/CORE EBITDA for the September and December 2021 testing periods. However in the first and second quarters of 2022, Dufry achieved an extension of the covenant holiday until and including June 2023. The September and December 2023 testing require at most 5x Net Debt/CORE EBITDA before the company will return to its at most 4.5x Net Debt/CORE EBITDA threshold in 2024.

The Minimum Liquidity Covenant will not be applicable after 30 June 2023 and the 2 remaining covenants - Leverage Covenant and Interest Cover - have a contractually agreed dynamic feature due to covenant holiday: the following tables show the respective thresholds for the respective testing period.

Testing Period	Threshold for Leverage Covenant
31-Dec-22	waived due to covenant holiday
31-Mar-23	waived due to covenant holiday
30-Jun-23	waived due to covenant holiday
30-Sep-23	=< 5.0
31-Dec-23	=< 5.0
Year 2024	=< 4.5
Year 2025	=< 4.5
Year 2026	=< 4.5

Testing Period	Threshold for Interest Covenant
31-Dec-22	waived due to covenant holiday
31-Mar-23	waived due to covenant holiday
30-Jun-23	waived due to covenant holiday
30-Sep-23	=> 3.0
31-Dec-23	=> 3.0
Year 2024	=> 3.0
Year 2025	=> 3.0
Year 2026	=> 3.0

Furthermore, it should be noted that for the years 2020 and 2021 the relevant measure in the Covenant calculations were “Adjusted operating cash flow” instead of “CORE EBITDA” as CORE EBITDA as Alternative Performance Measure was introduced in only in 2022. All banking agreements and covenants have been adjusted accordingly.

Adjusted operating cash flow is winding out the IFRS 16 impact. It is therefore calculated from cash flow before working capital changes less lease MAG payments and adds proceeds from lease income. It reflects Dufry’s cash generation from operations by considering full amount of concession fee payments. IFRS 16 lease accounting, results in a lower reflection of concession fees as part of operating cash flow and with a corresponding increase in the cash flow from financing activities. The adjustment therefore considers an effective view on Dufry’s operations and related cash flows. Dufry believes that the adjusted operating cash flow provides an approximation of the pre-IFRS 16 EBITDA.

Below table shows the main Financial instruments and the respective Financial Parameters which are relevant. As highlighted above, please note that due to the current covenant holiday agreement the testing was suspended as per 31 December 2022 which is why the covenant amounts as per 31 December 2022 does not constitute a valid test.

Entity	Bank	Financial Statement	Terms	Initial Amount	Subscription date	Maturity	Financial parameter	Expected parameter*	Value on the reporting date (1)
									December 31, 2022
Dufry International AG	ING Bank N.V., London Branch	Consolidated Financial Statements	Quarterly	EUR 2,085 million	20/12/2022	20/12/2027	Leverage (Net Debt/CORE EBITDA) Interest Cover (CORE EBITDA/Total interest expense) Minimum Liquidity	=<5.0 =>3 =>CHF 300m	4.84 4.92 854.7
Dufry One BV	Public-listed bond	Consolidated Financial Statements	Quarterly	EUR 750 million	20/11/2019	15/02/2027	Leverage (Net Debt/CORE EBITDA) Interest Cover (CORE EBITDA/Total interest expense) Minimum Liquidity	=<5.0 =>3 =>CHF 300m	4.84 4.92 854.7
Dufry One BV	Public-listed bond	Consolidated Financial Statements	Quarterly	EUR 800 million	24/10/2017	15/10/2024	Leverage (Net Debt/CORE EBITDA) Interest Cover (CORE EBITDA/Total interest expense) Minimum Liquidity	=<5.0 =>3 =>CHF 300m	4.84 4.92 854.7

Dufry One BV	Public-listed bond	Consolidated Financial Statements	Quarterly	CHF 500 million (Convertible bond)	23/03/2021	30/03/2026	Leverage (Net Debt/CORE EBITDA) Interest Cover (CORE EBITDA/Total interest expense) Minimum Liquidity	=<5.0 =>3 =>CHF 300m	4.84 4.92 854.7
Dufry One BV	Public-listed bond	Consolidated Financial Statements	Quarterly	CHF 300 million	15/04/2021	04/05/2023	Leverage (Net Debt/CORE EBITDA) Interest Cover (CORE EBITDA/Total interest expense) Minimum Liquidity	=<5.0 =>3 =>CHF 300m	4.84 4.92 854.7
Dufry One BV	Public-listed bond	Consolidated Financial Statements	Quarterly	EUR 725 million	15/04/2021	15/04/2028	Leverage (Net Debt/CORE EBITDA) Interest Cover (CORE EBITDA/Total interest expense) Minimum Liquidity	=<5.0 =>3 =>CHF 300m	4.84 4.92 854.7
WDFG UK Limited	Banco Santander, S.A, London Branch	Consolidated Financial Statements	Quarterly	GBP 50 million	18/12/2020	18/12/2023	Leverage (Net Debt/CORE EBITDA) Interest Cover (CORE EBITDA/Total interest expense) Minimum Liquidity	=<5.0 =>3 =>CHF 300m	4.84 4.92 854.7

As of 31 December 2022 the outstanding amount of the above financing agreements providing for covenants to be measured amounted to CHF 5,112.2 million (5,166.0 million), consisting of CHF 2,993.0 million Senior Notes (Euro 3,024.5 million) and an RCF credit line of CHF 2,063.3 million (Euro 2,085 million) and a Covid-loan in UK of CHF 55.9 million (Euro 56.5 million). The remaining Covid-loans are not subject to covenants. The RCF credit line is utilized by CHF 409.5 million (Euro 413.8 million). The financial covenants above apply to all publicly listed Senior Notes and Revolving Credit Facility signed with ING Bank N.V.

As of 31 December 2022, 2021 and 2020 and as of the Date of the Exemption Document, the Company was in compliance with the financial covenants of the above loan agreements because of the Covenant Holiday.

As of the Date of the Exemption Document, there are no restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the Issuer's operations, apart from a covenant, which is place until and including 30 June 2023, which requires Dufry Group to keep a minimum liquidity available of at least CHF 300 million (Euro 303.2 million) on a monthly basis.

The proceeds from certain agreements, can be used only for the purposes included in the related agreements.

Unguaranteed and Guaranteed borrowings

Dufry Group's Credit Facilities - consisting of bank borrowings and Senior Notes - are not secured or guaranteed by collateral (property), an intangible asset, investments (shares of one company into other) or cash-flows from an agreement. The only bank loans which are guaranteed by the government are the Covid-loans for certain Group entities in the amount of CHF 175.9 million (Euro 177.7 million).

Unguaranteed borrowings

Unguaranteed Financial borrowings consist of Senior Notes plus drawn amount under committed RCF Facility.

Below tables show the unguaranteed borrowings per Financial instruments in CHF. Group entities are acting as Guarantors for the unguaranteed borrowings.

Entity	Bank	Initial Amount	Subscription date	As of December 31,			Types of guarantees
				2022	2021	2020	
				(in millions of CHF)			
Dufry International AG	ING Bank N.V. London Branch	EUR 2,085 million	20/12/2022	409.5	501.7	398.3	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	EUR 750 million	20/11/2019	732.1	765.0	795.2	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	EUR 800 million	24/10/2017	790.4	826.7	860.1	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	CHF 500 million (Convertible bond)	23/03/2021	459.5	447.7	0.0	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	CHF 300 million	15/04/2021	298.9	299.0	0.0	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	EUR 725 million	15/04/2021	712.2	744.8	0.0	Internal Guarantors
			Total	**3,402.5**	**3,584.9**	**2,053.6**	

Bank	Company	Interest – rate	Terms	Subscription date	Currency	Original Amount	Expiry Date	Remaining debt 31 December, 2022	Within 12 months	Over 12 months
						(in millions)		*(in millions of CHF)*		
ING Bank N.V.	Hudson Group (HG) Inc.	7.20%	Variable	12/12/2022	USD	443	23/03/2023	409.5	409.5	
Publicly listed Senior Note	Dufry One B.V., guaranteed by Dufry AG	3.625%	Fixed	15/04/2021	CHF	300	15/04/2026	298.9	298.9	
Publicly listed Senior Note	Dufry One B.V., guaranteed by Dufry AG	2.50%	Fixed	24/10/2017	EUR	800	15/10/2024	790.4		790.4
Publicly listed Convertible bond	Dufry One B.V., guaranteed by	0.75%	Fixed	23/03/2021	CHF	500	03/03/2026	459.5		459.5

	Dufry AG									
Publicly listed Senior Note	Dufry One B.V., guaranteed by Dufry AG	2.00%	Fixed	20/11/2019	EUR	750	15/02/2027	732.1		732.1
Publicly listed Senior Note	Dufry One B.V., guaranteed by Dufry AG	3.375%	Fixed	15/04/2021	EUR	725	15/04/2028	712.2		712.2
							Total	**3,402.50**	**708.4**	**2,694.10**

Below tables show the unguaranteed borrowings per Financial instruments in Euro. Group entities are acting as Guarantors for the unguaranteed borrowings.

Entity	Bank	Initial Amount	Subscription date	As of December 31,			Types of guarantees
				2022	2021	2020	
				(in millions of Euro)			
Dufry International AG	ING Bank N.V. London Branch	EUR 2,085 million	20/12/2022	413.8	483.7	368.3	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	EUR 750 million	20/11/2019	739.8	737.5	735.3	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	EUR 800 million	24/10/2017	798.7	797.0	795.4	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	CHF 500 million (Convertible bond)	23/03/2021	464.3	431.6	0.0	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	CHF 300 million	15/04/2021	302.0	288.3	0.0	Internal Guarantors
Dufry One B.V.	Publicly listed Senior Note	EUR 725 million	15/04/2021	719.7	718.0	0.0	Internal Guarantors
			Total	**3,438.3**	**3,456.0**	**1,899.0**	

Bank	Company	Interest-rate	Terms	Subscription date	Currency	Original Amount	Expiry Date	Remaining debt 31 December, 2022	Within 12 months	Over 12 months
						(in millions)		*(in millions of Euro)*		
ING Bank N.V.	Hudson Group (HG) Inc.	7.20%	Variable	12/12/2022	USD	443	23/03/2023	413.8	413.8	0.0

Publicly listed Senior Note	Dufry One B.V., guaranteed by Dufry AG	3.625 %	Fixed	15/04/2021	CHF	300	15/04/2026	739.8	302.0	0.0
Publicly listed Senior Note	Dufry One B.V., guaranteed by Dufry AG	2.50%	Fixed	24/10/2017	EUR	800	15/10/2024	798.7	0.0	798.7
Publicly listed Convertible bond	Dufry One B.V., guaranteed by Dufry AG	0.75%	Fixed	23/03/2021	CHF	500	03/03/2026	464.3	0.0	464.3
Publicly listed Senior Note	Dufry One B.V., guaranteed by Dufry AG	2.00%	Fixed	20/11/2019	EUR	750	15/02/2027	302.0	0.0	739.8
Publicly listed Senior Note	Dufry One B.V., guaranteed by Dufry AG	3.375 %	Fixed	15/04/2021	EUR	725	15/04/2028	719.7	0.0	719.7
							Total	**3,438.3**	**715.8**	**2,722.5**

Guaranteed borrowings

Guaranteed borrowings consist of the following Covid loans. Tables below show the details of each borrowing instruments in CHF and Euro.

Bank	Company	Interest – rate	Terms	Subscription date	Currency	Original Amount	Expiry Date	Remaining debt December 31, 2022	Within 12 months	Over 12 months
						(in millions)		*(in millions of CHF)*		
Banco Santander, S.A, London Branch	WDFG UK Limited	Variable	5.529%	18/12/2020	GBP	50.0	18/12/2023	55.9	55.9	–
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Variable	4.500%	12/11/2020	EUR	9.5	12/11/2023	5.5	5.5	–
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de	Variable	4.000%	11/05/2020	EUR	15.0	11/05/2026	13.8	–	13.8

	Canarias, S.L.									
Bankinter	World Duty Free Group SA	Variable	4.950%	24/04/2020	EUR	25.0	22/04/2023	24.7	24.7	–
Alpha Bank SA	Hellenic Duty Free Shops S.A.	Variable	2.100%	21/07/2020	EUR	30.0	30/09/2025	32.5	–	32.5
Eurobank SA	Hellenic Duty Free Shops S.A.	Variable	2.200%	10/07/2022	EUR	40.0	10/07/2025	16.3	16.3	–
Banca Popolare di Milano	Dufrital SpA	Variable	2.250%	19/01/2021	EUR	4.0	19/01/2026	3.4	3.4	–
Banca Popolare di Sondrio	Dufrital SpA	Variable	2.250%	19/01/2021	EUR	8.0	19/01/2026	6.8	–	6.8
UBS AG	The Nuance Group AG	Variable	0.500%	14/05/2020	CHF	10.0	31/03/2025	4.9	–	4.9
UBS AG	The Nuance Group AG	Variable	0.000%	21/04/2020	CHF	10.0	31/03/2025	6.0	6.0	–
Attijariwafa Bank	Dufry Maroc SARL	Variable	3.500%	31/03/2021	MAD	55.0	30/06/2026	3.7	–	3.7
							Total	**173.5**	**111.8**	**61.7**

Bank	Company	Interest – rate	Terms	Subscription date	Currency	Original Amount	Expiry Date	Remaining debt December 31, 2022	Within 12 months	Over 12 months
						(in millions)		*(in millions of CHF)*		
Banco Santander, S.A, London Branch	WDFG UK Limited	Variable	5.529%	18/12/2020	GBP	50	18/12/2023	56.5	56.5	–
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de	Variable	4.500%	12/11/2020	EUR	9.5	12/11/2023	5.5	5.5	–

	Canarias, S.L.									
Bankinter	Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Variable	4.000%	11/05/2020	EUR	15	11/05/2026	14.0	–	14.0
Bankinter	World Duty Free Group SA	Variable	4.950%	24/04/2020	EUR	25	22/04/2023	25.0	25.0	–
Alpha Bank SA	Hellenic Duty Free Shops S.A.	Variable	2.100%	21/07/2020	EUR	30	30/09/2025	32.9	–	32.9
Eurobank SA	Hellenic Duty Free Shops S.A.	Variable	2.200%	10/07/2022	EUR	40	10/07/2025	16.4	16.4	–
Banca Popolare di Milano	Dufrital SpA	Variable	2.250%	19/01/2021	EUR	4	19/01/2026	3.4	3.4	–
Banca Popolare di Sondrio	Dufrital SpA	Variable	2.250%	19/01/2021	EUR	8	19/01/2026	6.9	–	6.9
UBS AG	The Nuance Group AG	Variable	0.500%	14/05/2020	CHF	10	31/03/2025	5.0	–	5.0
UBS AG	The Nuance Group AG	Variable	0.000%	21/04/2020	CHF	10	31/03/2025	6.1	6.1	–
Attijariwafa Bank	Dufry Maroc SARL	Variable	3.500%	31/03/2021	MAD	55	30/06/2026	3.7	–	3.7
							Total	**175.3**	**113.0**	**62.3**

The tables below summarize the guaranteed and unguaranteed Financial Indebtedness for the years 2022, 2021, and 2020 in CHF and Euro.

Entity	Bank	Initial Amount	Subscription date	As of December 31,			Types of guarantees
		in million		2022	2021	2020	
				(in millions of CHF)			
Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Bankinter	EUR 9.5 million	12/11/2020	5.5	2.6	2.7	Instituto de Crédito Oficial
Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Bankinter	EUR 15 million	11/05/2020	13.8	20.7	23.8	Instituto de Crédito Oficial
World Duty Free Group SA	Bankinter	EUR 25 million	24/04/2020	24.7	25.9	27.0	Instituto de Crédito Oficial
Hellenic Duty Free Shops S.A.	Alpha Bank SA	EUR 30 million	21/07/2020	32.5	36.3	32.4	Greek Government via Hellenic Development Bank Société Anonyme
Hellenic Duty Free Shops S.A.	Eurobank SA	EUR 40 million	10/07/2022	16.3	26.7	43.3	Greek Government via Hellenic Development Bank Société Anonyme
Dufrital SpA	Banca Popolare di Milano	EUR 4 million	19/01/2021	3.4	6.2	6.5	70% SACE
Dufrital SpA	Banca Popolare di Sondrio	EUR 8 million	19/01/2021	6.8	6.2	6.5	70% SACE
The Nuance Group AG	UBS AG	CHF 10 million	14/05/2020	4.9	16.5	19.5	85% Swiss Government + 15% UBS Switzerland AG
The Nuance Group AG	UBS AG	CHF 10 million	21/04/2020	6.0	0.5	0.5	85% Swiss Government + 15% UBS Switzerland AG
Dufry Maroc SARL	Attijariwafa Bank	MAD 55 million	31/03/2021	3.7	4.6	5.5	Kingdom of Morocco via its Central Guarantee Fund
Financial indebtedness guaranteed				117.5	146.3	167.7	
Financial indebtedness unguaranteed				3,474.7	3,646.6	3,589.1	
Financial indebtedness				3,592.3	3,792.9	3,756.8	
Financial indebtedness less Arrangement Fees				3,575.0			

Entity	Bank	Initial Amount	Subscription date	As of December 31,			Types of guarantees
				2022	2021	2020	
				(*in millions of Euro*)			
Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Bankinter	EUR 9.5 million	12/11/2020	5.5	2.5	2.5	Instituto de Crédito Oficial
Sociedad de Distribucion Comercial Aeroportuaria de Canarias, S.L.	Bankinter	EUR 15 million	11/05/2020	14.0	20.0	22.0	Instituto de Crédito Oficial
World Duty Free Group SA	Bankinter	EUR 25 million	24/04/2020	25.0	25.0	25.0	Instituto de Crédito Oficial
Hellenic Duty Free Shops S.A.	Alpha Bank SA	EUR 30 million	21/07/2020	32.9	35.0	30.0	Greek Government via Hellenic Development Bank Société Anonyme
Hellenic Duty Free Shops S.A.	Eurobank SA	EUR 40 million	10/07/2022	16.4	25.7	40.0	Greek Government via Hellenic Development Bank Société Anonyme
Dufrital SpA	Banca Popolare di Milano	EUR 4 million	19/01/2021	3.4	6.0	6.0	70% SACE
Dufrital SpA	Banca Popolare di Sondrio	EUR 8 million	19/01/2021	6.9	6.0	6.0	70% SACE
The Nuance Group AG	UBS AG	CHF 10 million	14/05/2020	5.0	15.9	18.0	85% Swiss Government + 15% UBS Switzerland AG
The Nuance Group AG	UBS AG	CHF 10 million	21/04/2020	6.1	0.5	0.5	85% Swiss Government + 15% UBS Switzerland AG
Dufry Maroc SARL	Attijariwafa Bank	MAD 55 million	31/03/2021	3.7	4.4	5.1	Kingdom of Morocco via its Central Guarantee Fund
Financial indebtedness guaranteed				**118.8**	**141.0**	**155.1**	
Financial indebtedness unguaranteed				**3,511.3**	**3,515.5**	**3,318.9**	
Financial indebtedness				**3,630.0**	**3,656.5**	**3,474.0**	
Financial indebtedness less Arrangement Fees				**3,612.6**			

Financing agreements subscribed after 31 December 2022

In the context of the Combination and pursuant to the Combination Agreement dated 11 July 2022, Dufry International AG, a 100%-owned subsidiary of Dufry AG, entered into a Euro 1,215 million bridge facilities agreement on 3 February 2023. The bridge facilities agreement aims satisfying the financing needs of Dufry arising in connection with the launch of the Mandatory Tender Offer.

Credit risk

Credit risk refers to the risk that counterparty may default on its contractual Obligations resulting in financial loss to Dufry.
Almost all Dufry sales are retail sales made against cash or internationally recognized credit / debit cards. Dufry has policies in place to ensure that other sales are only made to customers with an appropriate credit history or that the credit risk is insured adequately. The remaining credit risk is in relation to refunds from suppliers and guarantee deposits.
The credit risk on cash deposits or derivative financial instruments relates to banks or financial institutions. Dufry monitors the credit ranking of these institutions and does not expect defaults from non-performance of these counterparties.
The main banks where the Group keeps net assets positions hold a credit rating of A - or higher.
The carrying amount of financial assets recorded in the financial statements, after deduction of any allowances for losses, represents Dufry's maximum exposure to credit risk.

Operationally, the Group is exposed to a credit risk from uncollected receivables as per below tables in CHF and Euro:

IN MILLIONS OF CHF	31 December 2022	31 December 2021	31 December 2020
Trade receivables[1]	28.1	70.9	15.4
Credit card receivables	39.4	21.5	9.6
Gross	**67.5**	**92.4**	**25.0**
Allowances	(5.2)	(7.1)	(7.9)
Net	**62.3**	**85.3**	**17.1**

[1] Includes trade receivables against associates of CHF 2.6 million as of 31 December 2022, CHF 13.7 million as of 31 December 2021, and CHF 3.9 million as of 31 December 2020.

IN MILLIONS OF Euro	31 December 2022	31 December 2021	31 December 2020
Trade receivables[1]	28.4	68.4	14.2
Credit card receivables	39.8	20.7	8.9
Gross	**68.2**	**89.1**	**23.1**
Allowances	(5.3)	(6.8)	(7.3)
Net	**63.0**	**82.2**	**15.8**

[1] Includes trade receivables against associates of EUR 2.6 million as of 31 December 2022, EUR 13.8 million as of 31 December 2021, and EUR 3.6 million as of 31 December 2020.

The following table contains a breakdown of net third-party trade receivables by overdue category in CHF.

In millions of CHF	As of 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
Not due trade receivables	6.3	15.4	5.0	(9.1)	*(59.1%)*	10.4	>100.0%
OVERDUE				–	–	0.0	–
Up to 30 days	11.6	34.1	1.0	(22.5)	*(66.0%)*	33.1	>100.0%
31 to 60 days	0.2	9.4	0.4	(9.2)	*(97.9%)*	9.0	>100.0%
61 to 90 days	0.6	0.6	0.4	–	–	0.2	50.0%
More than 90 days	4.2	4.3	0.7	(0.1)	*(2.3%)*	3.6	>100.0%
Total overdue trade receivables (net of allowances)	**16.6**	**48.4**	**2.5**	**(31.8)**	***(65.7%)***	**45.9**	**>100.0%**
Total trade receivables (net of allowances)	22.9	63.8	7.5	(40.9)	*(64.1%)*	56.3	>100.0%
Credit card receivables	39.4	21.5	9.6	17.9	*83.3%*	11.9	>100.0%
Total trade and credit card receivables	**62.3**	**85.3**	**17.1**	**(23.0)**	***(27.0%)***	**68.2**	**>100.0%**

The following table contains a breakdown of net trade receivables by overdue category in Euro.

In millions of Euro	As of 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
Not due trade receivables	6.4	14.8	4.6	(8.5)	*(57.1%)*	10.2	>100.0%
OVERDUE	–	–	–	–	–	0.0	–

Up to 30 days	11.7	32.9	0.9	(21.2)	*(64.3%)*	31.9	>100.0%
31 to 60 days	0.2	9.1	0.4	(8.9)	*(97.8%)*	8.7	>100.0%
61 to 90 days	0.6	0.6	0.4	0.0	*4.8%*	0.2	56.4%
More than 90 days	4.2	4.1	0.6	0.1	*2.4%*	3.5	>100.0%
Total overdue trade receivables (net of allowances)	**16.8**	**46.7**	**2.3**	**(29.9)**	***(64.0%)***	**44.3**	**>100.0%**
Total trade receivables (net of allowances)	23.1	61.5	6.9	(38.4)	*(62.4%)*	54.6	>100.0%
Credit card receivables	39.8	20.7	8.9	19.1	*92.1%*	11.8	>100.0%
Total trade and credit card receivables	**63.0**	**82.2**	**15.8**	**(19.3)**	***(23.4%)***	**66.4**	**>100.0%**

Liquidity risk

Dufry negotiates and manages its main credit facilities centrally. The bank credit agreements and the bank guarantee facilities contain covenants and conditions customary to this type of financing. In 2022, 2021 and 2020, Dufry complied with the financial covenants and conditions contained in the bank credit Agreements.
In February 2022, Dufry entered into an amendment of certain borrowing instruments which waived compliance with certain financial covenants for another twelve months until and including 30 June 2023. For additional details regarding covenants, please refer to paragraph below.

Dufry evaluates this risk as the ability to settle its financial liabilities on time and at a reasonable price. Beside its capability to generate cash through its operations, Dufry mitigates liquidity risk by keeping unused credit facilities with financial institutions.
The Group has credit lines granted by the banking system, which are adequate with respect to operational needs.

As of 31 December 2022, the Group had committed bank credit lines (Revolving Credit Facility of EUR 2,085 million (CHF 2,063.3 million) of which Euro 413.8 million was used (CHF 409.5 million). As of 31 December, 2021, and 2020, the Group had credit lines of Euro 1,881.9 (CHF 1,952.1 million) out of which Euro 483.7 million (CHF 501.7 million) was used, and Euro 2,836.1 million (CHF 3,067 million) out of which Euro 1,429.2 million (CHF 1,545.5 million) was used, respectively.

Apart from Senior Notes, the Group's main credit line consist of a syndicated and committed bank facility, *i.e.* the Revolving Credit Facility.

As of 31 December, 2022, Dufry International AG, a 100%-owned subsidiary of Dufry AG, has a syndicated 5-year committed multi-currency Revolving Credit Facility of total Euro 2,085 million (CHF 2,063.3 million), which expiry date is December 20, 2027 ING Bank N.V London Branch is acting as Agent the syndicated Revolving Credit Facility. In 2021 and 2020, committed bank facilities include Revolving Credit Facility and Term loans.

The Group's cash flows, financing requirements and liquidity are carefully monitored and managed centrally and a committed multi-currency Revolving Credit Facility of Euro 2,085 million provides enough headroom to manage any potential liquidity gaps and Net Working Capital financing needs.

The factors which mainly influence the Group's liquidity are seasonality of the business.

Market risk

Dufry's financial assets and liabilities are mainly exposed to market risk in foreign currency exchange and interest rates. Dufry's objective is to minimize the impact on statement of profit or loss and to reduce fluctuations in cash flows through structuring the respective transactions to minimize market risks. In cases, where the associated risk cannot be hedged appropriately through a transaction structure, and the evaluation of market risks indicates a material exposure, Dufry may use financial instruments to hedge the respective exposure. Dufry may enter into a variety of financial instruments to manage its exposure to foreign currency risk, including forward foreign exchange contracts, currency swaps and over the counter plain vanilla options. During the current financial year, Dufry utilized foreign currency forward contracts and options for hedging purposes.

Foreign exchange risk

Dufry manages the cash flow surplus or deficits in foreign currency of the operations through FX-transactions in the respective local currency. Major imbalances in foreign currencies at Group level are hedged through foreign exchange forwards contracts. The terms of the foreign currency forward contracts have been negotiated to match the terms of the forecasted transactions.

The Group also carries out its business in countries other than Switzerland. Furthermore, the financial statements of the foreign subsidiaries prepared in local currency or functional currency and converted into CHF at consolidated level.

The following table summarizes Net Sales divided by foreign currency in CHF and Euro.

IN MILLIONS OF CHF	USD	EUR	GBP	CHF	CAD	AUD	HKD	Other	TOTAL
DECEMBER 31, 2022									
Net Sales	2,859.04	1,766.61	1,028.82	198.83	168.94	81.58	34.77	582.62	6,721.20
IN MILLIONS OF CHF	USD	EUR	GBP	CHF	CAD	AUD	HKD	Other	TOTAL
DECEMBER 31, 2021									
Net Sales	1,807.48	975.83	413.54	124.05	78.02	13.10	64.45	350.33	3,826.80
IN MILLIONS OF CHF	USD	EUR	GBP	BRL	ARS	MXN	RUB	CAD	TOTAL
DECEMBER 31, 2020									
Net Sales	746.70	958.28	399.05	56.07	70.15	31.97	51.32	164.07	2,477.60

IN MILLIONS OF Euro	USD	EUR	GBP	CHF	CAD	AUD	HKD	Other	TOTAL
DECEMBER 31, 2022									
Net Sales	2,845.1	1,758.0	1,023.8	197.9	168.1	81.2	34.6	579.8	6,688.4
IN MILLIONS OF Euro	USD	EUR	GBP	CHF	CAD	AUD	HKD	Other	TOTAL
DECEMBER 31, 2021									
Net Sales	1,671.9	902.6	382.5	114.7	72.2	12.1	59.6	324.1	3,539.7
IN MILLIONS OF Euro	USD	EUR	GBP	BRL	ARS	MXN	RUB	CAD	TOTAL
DECEMBER 31, 2020									
Net Sales	697.7	895.3	372.8	52.4	65.5	29.9	47.9	153.3	2,314.9

The following tables summarize the foreign exchange exposure monetary assets and liabilities denominated in foreign currency for 2022, 2021 and 2022 in CHF and EUR, i.e. items of the Consolidated Statement of Financial Position which are resulting to a foreign currency exposure.

Foreign Exchange Exposure in millions of CHF	USD	EUR	GBP	BRL	OTHER	TOTAL
DECEMBER 31, 2022						
Monetary assets	1,099.7	704.4	404.6	108.6	2,116.7	4,434.0

Monetary liabilities	516.5	2,637.5	399.3	140.9	2,092.9	5,787.1
Net currency exposure before hedging	**583.2**	**(1,933.1)**	**5.3**	**(32.3)**	**23.8**	**(1,353.1)**
Foreign currency contracts	(815.6)	813.1	–	43.1	98.4	139.0
Hedging	255.7	1,075.9	–	–	(86.5)	1,245.1
Net currency exposure	**23.3**	**(44.1)**	**5.3**	**10.8**	**35.7**	**31.0**
DECEMBER 31, 2021						
Monetary assets	1,226.7	494.1	411.3	91.5	2,096.7	4,320.3
Monetary liabilities	495.5	2,890.3	263.8	162.0	2,225.0	6,036.6
Net currency exposure before hedging	**731.2**	**(2,396.2)**	**147.5**	**(70.5)**	**(128.3)**	**(1,716.3)**
Foreign currency contracts	(998.6)	1,254.4	(158.6)	35.6	49.5	182.3
Hedging	252.3	1,127.6	–	–	(91.8)	1,288.1
Net currency exposure	**(15.1)**	**(14.2)**	**(11.1)**	**(34.9)**	**(170.6)**	**(245.9)**

DECEMBER 31, 2020						
Monetary assets	1,824.1	216.1	400.1	92.3	1,257.5	3,790.1
Monetary liabilities	1,742.1	2,093.7	211.9	172.2	1,237.9	5,457.8
Net currency exposure before hedging	**82.0**	**(1,877.6)**	**188.2**	**(79.9)**	**19.6**	**(1,667.7)**
Foreign currency contracts	(454.0)	704.0	(195.0)	92.0	60.9	207.9
Hedging	244.8	1,175.6	–	–	(94.8)	1,325.6
Net currency exposure	**(127.2)**	**2.0**	**(6.8)**	**12.1**	**(14.3)**	**(134.2)**

Foreign Exchange Exposure in millions of Euro	USD	EUR	GBP	BRL	OTHER	TOTAL
DECEMBER 31, 2022						
Monetary assets	1,111.3	711.8	408.9	109.7	2,138.9	4,480.6
Monetary liabilities	521.9	2,665.2	403.5	142.4	2,114.9	5,847.9
Net currency exposure before hedging	**589.3**	**(1,953.4)**	**5.4**	**(32.6)**	**24.1**	**(1,367.3)**
	–	–	–	–	–	–
Foreign currency contracts	(824.2)	821.6	–	43.6	99.4	140.5
Hedging	258.4	1,087.2	–	–	(87.4)	1,258.2
Net currency exposure	**23.5**	**(44.6)**	**5.4**	**10.9**	**36.1**	**31.3**
DECEMBER 31, 2021						
Monetary assets	1,182.6	476.3	396.5	88.2	2,021.3	4,164.9
Monetary liabilities	477.7	2,786.4	254.3	156.2	2,145.0	5,819.5
Net currency exposure before hedging	**704.9**	**(2,310.0)**	**142.2**	**(68.0)**	**(123.7)**	**(1,654.6)**
	–	–	–	–	–	–
Foreign currency contracts	(962.7)	1,209.3	(152.9)	34.3	47.7	175.7
Hedging	243.2	1,087.1	–	–	(88.5)	1,241.8
Net currency exposure	**(14.6)**	**(13.7)**	**(10.7)**	**(33.6)**	**(164.5)**	**(237.1)**

DECEMBER 31, 2020						
Monetary assets	1,686.8	199.8	370.0	85.4	1,162.8	3,504.8
Monetary liabilities	1,611.0	1,936.1	195.9	159.2	1,144.7	5,047.0
Net currency exposure before hedging	**75.8**	**(1,736.3)**	**174.0**	**(73.9)**	**18.1**	**(1,542.2)**
	–	–	–	–	–	–
Foreign currency contracts	(419.8)	651.0	(180.3)	85.1	56.3	192.3

Hedging	226.4	1,087.1	–	–	(87.7)	1,225.8
Net currency exposure	**(117.6)**	**1.8**	**(6.3)**	**11.2**	**(13.2)**	**(124.1)**

The following tables, expressed in CHF and Euro, show a sensitivity analysis on net sales and gross profit ended 31 December 2022, 2021 and 2020, taking into account the Foreign Exchange risk.

	For the year ended 31 December,					
	2022		2021		2020	
	FX +10%	FX-10%	FX +10%	FX-10%	FX +10%	FX-10%
	(in millions of CHF)					
USD	285.9	(285.9)	180.8	(180.8)	74.7	(74.7)
EUR	176.7	(176.7)	97.6	(97.6)	95.8	(95.8)
GBP	102.9	(102.9)	41.4	(41.4)	39.9	(39.9)
CHF	19.9	(19.9)	12.4	(12.4)	5.6	(5.6)
CAD	16.9	(16.9)	7.8	(7.8)	7.0	(7.0)
AUD	8.2	(8.2)	1.3	(1.3)	3.2	(3.2)
HKD	3.5	(3.5)	6.5	(6.5)	5.1	(5.1)
Total other currencies	58.3	(58.3)	35.0	(35.0)	16.4	(16.4)
Total effect on Net Sales	**672.1**	**(672.1)**	**382.7**	**(382.7)**	**247.8**	**(247.8)**

	For the year ended 31 December,					
	2022		2021		2020	
	FX +10%	FX-10%	FX +10%	FX-10%	FX +10%	FX-10%
	(in millions of Euro)					
USD	288.9	(288.9)	174.3	(174.3)	69.0	(69.0)
EUR	178.5	(178.5)	94.1	(94.1)	88.6	(88.6)
GBP	104.0	(104.0)	39.9	(39.9)	36.9	(36.9)
CHF	20.1	(20.1)	12.0	(12.0)	5.2	(5.2)
CAD	17.1	(17.1)	7.5	(7.5)	6.5	(6.5)
AUD	8.2	(8.2)	1.3	(1.3)	3.0	(3.0)
HKD	3.5	(3.5)	6.2	(6.2)	4.7	(4.7)
Total other currencies	58.9	(58.9)	33.8	(33.8)	15.2	(15.2)
Total effect on Net Sales	**679.2**	**(679.2)**	**368.9**	**(368.9)**	**229.1**	**(229.1)**

	For the year ended 31 December,					
	2022		2021		2020	
	FX +10%	FX-10%	FX +10%	FX-10%	FX +10%	FX-10%
	(in millions of CHF)					
USD	18.5	(18.5)	(34.4)	34.4	(98.0)	98.0

EUR	16.4	(16.4)	50.5	(50.5)	(103.1)	103.1
GBP	(3.1)	3.1	(10.2)	10.2	(14.4)	14.4
CHF	(11.9)	11.9	(25.7)	25.7	(46.8)	46.8
CAD	0.6	(0.6)	(18.1)	18.1	(7.9)	7.9
AUD	(0.1)	0.1	2.4	(2.4)	(4.6)	4.6
HKD	(2.1)	2.1	(1.5)	1.5	(2.1)	2.1
Total other currencies	1.7	(1.7)	(3.9)	3.9	(10.2)	10.2
Total effect on gross profit	**20.0**	**(20.0)**	**(40.9)**	**40.9**	**(287.1)**	**287.1**

	For the year ended 31 December,					
	2022		2021		2020	
	FX +10%	FX-10%	FX +10%	FX-10%	FX +10%	FX-10%
	(*in millions of Euro*)					
USD	18.7	(18.7)	(33.2)	33.2	(90.6)	90.6
EUR	16.6	(16.6)	48.7	(48.7)	(95.3)	95.3
GBP	(3.1)	3.1	(9.8)	9.8	(13.3)	13.3
CHF	(12.0)	12.0	(24.8)	24.8	(43.3)	43.3
CAD	0.6	(0.6)	(17.4)	17.4	(7.3)	7.3
AUD	(0.1)	0.1	2.3	(2.3)	(4.3)	4.3
HKD	(2.1)	2.1	(1.4)	1.4	(1.9)	1.9
Total other currencies	1.7	(1.7)	(3.8)	3.8	(9.4)	9.4
Total effect on gross profit	**20.2**	**(20.2)**	**(39.4)**	**39.4**	**(265.5)**	**265.5**

Interest rate risk

Dufry manages the interest rate risk through interest rate swaps and options to the extent that the hedging cannot be implemented through managing the duration of the debt drawings. The levels of the hedging activities are evaluated regularly and may be adjusted in order to reflect the development of the various parameters.

The Group is subject to the risk of fluctuations in the interest rate relating to indebtedness. Any changes in interest rates (EURIBOR, Secured Overnight Financing Rate (SOFR) and Swiss Reference Rates (SARON) could have effects with increase or reduction of financing costs.

As of 31 December 2022, total variable interest rate exposure on Financial Liabilities amounted to CHF 467.7 million or 6.0 % of total outstanding financial exposure of CHF 7,847.8 million. No Financial Instruments (fix/floating interest hedges) were outstanding in 2020-2022.

The following tables show total financial exposure to fixed rate, variable rate and non-interest bearing lines items as of 31 December 2022, 2021 and 2020.

At December 31, 2022	Variable interest rate	Fixed interest rate	Total interest bearing	Non-interest bearing	TOTAL
	(in millions CHF)				
Cash and cash equivalents	378.2	92.7	470.9	383.8	854.7
Trade and credit card receivables	–	–	–	62.3	62.3
Other accounts receivable	0.1	–	0.1	319.8	319.9
Other non-current assets	2.4	4.8	7.2	112.8	120.0
Financial assets	**380.7**	**97.5**	**478.2**	**878.7**	**1,356.9**
Trade payables	–	–	–	486.4	486.4
Borrowings, current	19.0	103.0	122.0	0.7	122.7
Other liabilities	–	–	–	754.5	754.5
Borrowings, non-current	448.7	3,003.6	3,452.3	–	3,452.3
Lease obligations	–	3,002.6	3,002.6	–	3,002.6
Other non-current liabilities	–	–	–	29.3	29.3
Financial liabilities	**467.7**	**6,109.2**	**6,576.9**	**1,270.9**	**7,847.8**

At December 31, 2022	Variable interest rate	Fixed interest rate	Total interest bearing	Non-interest bearing	TOTAL
	(in millions Euro)				
Cash and cash equivalents	382.2	93.7	475.8	387.8	863.7
Trade and credit card receivables	–	–	–	63.0	63.0
Other accounts receivable	0.1	–	0.1	323.2	323.3
Other non-current assets	2.4	4.9	7.3	114.0	121.3
Financial assets	**384.7**	**98.5**	**483.2**	**887.9**	**1,371.2**
	–	–	–	–	–
Trade payables	–	–	–	491.5	491.5

Borrowings, current	19.2	104.1	123.3	0.7	124.0
Other liabilities	–	–	–	762.4	762.4
Borrowings, non-current	453.4	3,035.2	3,488.6	–	3,488.6
Lease obligations	–	3,034.2	3,034.2	–	3,034.2
Other non-current liabilities	–	–	–	29.6	29.6
Financial liabilities	**472.6**	**6,173.4**	**6,646.0**	**1,284.3**	**7,930.3**

	Variable interest rate	Fixed interest rate	Total interest bearing	Non-interest bearing	TOTAL
At December 31, 2021	(in millions CHF)				
Cash and cash equivalents	56.2	43.1	99.3	694.2	793.5
Trade and credit card receivables	–	–	–	85.3	85.3
Other accounts receivable	34.9	–	34.9	193.4	228.3
Other non-current assets	0.9	7.8	8.7	165.9	174.6
Financial assets	**92.0**	**50.9**	**142.9**	**1,138.8**	**1,281.7**
Trade payables	–	–	–	335.1	335.1
Borrowings, current	1.3	24.5	25.8	19.5	45.3
Other liabilities	–	–	–	589.2	589.2
Borrowings, non-current	512.4	3,300.4	3,812.8	–	3,812.8
Lease obligations	–	3,636.4	3,636.4	–	3,636.4
Other non-current liabilities	–	–	–	46.7	46.7
Financial liabilities	**513.7**	**6,961.3**	**7,475.0**	**990.5**	**8,465.5**

	Variable interest rate	Fixed interest rate	Total interest bearing	Non-interest bearing	TOTAL
At December 31, 2021	(in millions Euro)				
Cash and cash equivalents	54.2	41.6	95.7	669.2	765.0
Trade and credit card receivables	–	–	–	82.2	82.2

Other accounts receivable	33.6	–	33.6	186.4	220.1
Other non-current assets	0.9	7.5	8.4	159.9	168.3
Financial assets	**88.7**	**49.1**	**137.8**	**1,097.9**	**1,235.6**
	–	–	–	–	–
Trade payables	–	–	–	323.0	323.0
Borrowings, current	1.3	23.6	24.9	18.8	43.7
Other liabilities	–	–	–	568.0	568.0
Borrowings, non-current	494.0	3,181.7	3,675.7	–	3,675.7
Lease obligations	–	3,505.6	3,505.6	–	3,505.6
Other non-current liabilities	–	–	–	45.0	45.0
Financial liabilities	**495.2**	**6,711.0**	**7,206.2**	**954.9**	**8,161.1**

	Variable interest rate	Fixed interest rate	Total interest bearing	Non-interest bearing	TOTAL
At December 31, 2020	(in millions CHF)				
Cash and cash equivalents	14.0	23.4	37.4	322.9	360.3
Trade and credit card receivables	–	–	–	17.1	17.1
Other accounts receivable	0.3	–	0.3	137.8	138.1
Other non-current assets	5.6	2.0	7.6	204.3	211.9
Financial assets	**19.9**	**25.4**	**45.3**	**682.1**	**727.4**
Trade payables	–	–	–	154.9	154.9
Borrowings, current	49.0	4.9	53.9	–	53.9
Other liabilities	–	–	–	489.4	489.4
Borrowings, non-current	1,686.4	2,005.7	3,692.1	–	3,692.1
Lease obligations	0.5	5,419.9	5,420.4	–	5,420.4
Other non-current liabilities	–	–	–	43.5	43.5
Financial liabilities	**1,735.9**	**7,430.5**	**9,166.4**	**687.8**	**9,854.2**

	Variable interest rate	Fixed interest rate	Total interest bearing	Non-interest bearing	TOTAL
At December 31, 2020	(in millions Euro)				
Cash and cash equivalents	12.9	21.6	34.6	298.6	333.2
Trade and credit card receivables	–	–	–	15.8	15.8
Other accounts receivable	0.3	–	0.3	127.4	127.7
Other non-current assets	5.2	1.8	7.0	188.9	195.9
Financial assets	**18.4**	**23.5**	**41.9**	**630.8**	**672.6**
	–	–	–	–	–
Trade payables	–	–	–	143.2	143.2
Borrowings, current	45.3	4.5	49.8	–	49.8
Other liabilities	–	–	–	452.6	452.6
Borrowings, non-current	1,559.5	1,854.7	3,414.2	–	3,414.2
Lease obligations	0.5	5,011.9	5,012.4	–	5,012.4
Other non-current liabilities	–	–	–	40.2	40.2
Financial liabilities	**1,605.2**	**6,871.2**	**8,476.4**	**636.0**	**9,112.4**

The following sensitivity analysis shows the effects on net income, if all other variables were held constant, assuming an interest rate increase/decrease of 100 basis points:

	1%	-1%
	(in millions of CHF)	
For the year ended 31 December 2022	(35.3)	35.3
For the year ended 31 December 2021	(38.0)	38.0
For the year ended 31 December 2020	(40.0)	40.0

	1%	-1%
	(in millions of Euro)	
For the year ended 31 December 2022	(35.1)	35.1
For the year ended 31 December 2021	(35.1)	35.1
For the year ended 31 December 2020	(37.4)	37.4

The potential impacts on net income reported above are calculated by referring to the main Borrowing (current and non-current), assuming that these financial liabilities existed for the entire period.

Credit Ratings

As of the Date of the Exemption Document, Moody's and S&P rate Dufry as B1 with stable outlook and BB- with CreditWatch positive, respectively. A summary of information related to such credit ratings are provided in the table below.

Last rating action	Moody's	S&P Global
Credit Rating	B1	BB-
Outlook	Stable	Credit Watch Positive
Date	13 April 2021	28 March 2023
Credit supportive aspects	– Adequate liquidity profile – Strong access to capital markets (evidenced by a market capitalisation in line with the pre pandemic level) – Prospects to achieve gradually recovery in revenues	– Delivery of strong operating performance in 2022 and expectation that this momentum will continue into 2023 as air travel recovers toward pre-pandemic levels – Sound business rationale of the Transaction – Possible enhancement of Dufry's economies of scale and diversification in terms of geographical footprint and product mix – Solid liquidity
Credit negative aspects	Expectation of revenues and profitability below pre-pandemic levels until at least 2024 due to uncertain market recovery	The lower operating profitability of Autogrill's business compared to that of Dufry, on a combined basis is likely to compound the short-term pressure on operating margins Dufry might continue to face from rising energy and personnel costs and the phasing-out of concession fee payment relief granted during the pandemic

Moody's credit rating

On 13 April 2021, Moody's affirmed Dufry's B1 Corporate Family Rating (CFR) and its B1-PD Probability of Default Rating (PDR). Concurrently, Moody's has affirmed the B1 backed senior unsecured ratings of Dufry One B.V. existing senior unsecured notes due in October 2024 and February 2027, and assigned B1 ratings to the proposed new backed senior unsecured notes expected to total an equivalent of approximately CHF 919 million, with maturities in 2026 and 2028. The outlook was changed to stable from negative.

This credit action followed several credit positive developments in respect of the Company's liquidity profile, which Moody's considered important in the context of the rating agency's expectation that the coronavirus pandemic would have continued to severely constrain air travel in the months and years ahead.

The stable outlook factors in the Company's adequate liquidity profile, strong access to capital markets, evidenced by a market capitalisation in line with the pre pandemic level, and its prospects to achieve gradually recovery in revenues and return to run rate credit metrics in 2022, considered more typical for the B1 rating category.

S&P credit rating

On 28 March 2023, S&P raised its long-term issuer credit and issue ratings on Dufry and its senior unsecured debt to "BB-" from "B+" and placed them on CreditWatch positive. The CreditWatch placement indicates that S&P could raise its ratings on Dufry again after the transaction is completed, and the final capital structure is in place, if S&P thinks the New Group can sustainably maintain adjusted EBITDA margins of close to 20%, leverage of well below 4x, and ample FOCF after leases covering at least 10% of financial debt.

The agency noted, among other things, that (i) Dufry delivered sound trading performance on the back of air travel recovery, expected to continue in 2023, (ii) credit metrics should not be deteriorated even in the event the Cash Alternative Consideration payable to Autogrill's minority shareholders is fully debt financed and (iii) that Dufry's liquidity remain solid.

Please find below the tables summarising some of the previous rating actions taken by the Moody's and S&P, respectively, in relation to Dufry.

Moody's		
Date	**Rating Action**	**Action Rationale**
19 June 2020	Downgrade of Dufry's (i) Corporate Family Rating (CFR) to B1 from Ba3; (ii) Probability of Default Rating (PDR) to B1-PD from Ba3-PD; and (iii) the backed senior unsecured ratings of Dufry One B.V to B1 from Ba3. The outlook was changed to negative from ratings under review.	Moody's (i) expectation that the coronavirus will continue to severely constrain air travel in the months and years ahead and (ii) high uncertainty about the timing and profile of a recovery beyond 2021, with the belief that air passenger volumes will remain below 2019 levels until 2023 at the earliest.
25 March 2020	Downgrade of Dufry's (i) Corporate Family Rating (CFR) to Ba3 from Ba2, (ii) Probability of Default Rating (PDR) to Ba3-PD from Ba2-PD and (iii) the backed senior unsecured ratings of Dufry One B.V. to Ba3 from Ba2. The outlook on all ratings was changed to ratings under review.	The direct linkage of Dufry's revenues to airline passenger volumes and the breadth and severity of the shock caused by the pandemic.

9 October 2017	Assignment of a Ba2 instrument rating with a loss given default assessment of 4 (LGD 4) to Dufry One B.V.'s Euro 500 million senior unsecured notes, guaranteed by the parent Dufry.	Dufry's leading market position with more than 20% market share of the airport travel retail spending according to the company strong geographical footprint; track record and know-how in operating a travel retail business; expectation of long term positive organic sales growth in line with growth of passenger air traffic.

S&P Global		
Date	**Rating Action**	**Action Rationale**
20 July 2022	Dufry "B+" Ratings on CreditWatch Positive on Autogrill acquisition announcement	Sound business rationale of the proposed transaction, which will likely enhance Dufry's economies of scale.
31 March 2022	Dufry's Outlook revised to Stable; "B+" Rating Affirmed	Anticipation of a recovery in travel retail. Despite S&P forecast of steep cost inflation in 2022, this recovery should support improvement in the group's credit metrics over the next 18-24 months.
20 April 2021	Assignment of "B+" issue rating to the senior unsecured notes comprising Euro 725 million due 2028 and CHF 300 million due 2026, issued by Dufry One B.V. and guaranteed by Dufry and some of its subsidiaries.	S&P's expectation of meaningful (50%-70%; rounded estimate: 50%) recovery in the event of a payment default. The recovery rating reflects S&P understanding that Dufry will use the proceeds of the notes to repay a substantial part of its USD 700 million and Euro 500 million term loans due Nov. 3, 2022, together comprising CHF 1.1 billion equivalent as of December 31, 2020.
30 March 2021	Dufry "B+" Rating removed from CreditWatch Negative And affirmed outlook negative.	Risk of slower-than-anticipated travel retail recovery, which, despite Dufry having sustainably reduced its cost base, could stall improvement in the group's credit metrics over the next 12-24 months.
1st October 2020	Dufry downgraded to "B+" on longer than expected global travel disruption; still on CreditWatch Negative.	S&P's expectation that Dufry will only restore its revenues to the 2019 level by 2024 due to protracted travel disruption on the back of the COVID-19 outbreak.
18 March 2020	Dufry downgraded to "BB-" on global travel disruption; remains on Watch Negative.	S&P's expectation that the group's earnings and cash generation will be more volatile in the next 12-24 months amid an increasingly difficult retail travel environment.
6th November 2019	Dufry's proposed senior unsecured notes assigned "BB" Rating and "3" Recovery Rating.	S&P's understanding that Dufry will use the proceeds of the proposed notes to repay in full its existing Euro 700 million unsecured notes due 2023 and part of the drawings under its revolving credit facility.

For information on the credit ratings and recovery rating/Loss Given Default (LGD) assessment of the bonds issued by companies of the Group, please refer to Section I, Chapter 20, Paragraph 20.1 of the Exemption Document.

8.2. Dufry's cash flows

Cash flow information

The tables below provide a summary of the Consolidated statement of cash flows for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro.

	For the year ended 31 December,		
	2022	2021	2020
	(in millions of CHF)		
Cash and Cash Equivalents at the beginning of the year	793.5	360.3	553.5
Net cash flow from operating activities (A)	1,511.6	678.2	(345.3)
Net cash flow (used in) investment activities (B)	(67.4)	(72.8)	(74.9)
Net cash (used in)/(from) financing activities (C)	(1,344.3)	(136.2)	257.0
Net increase (decrease) in Cash and Cash Equivalents (A ± B ± C)	99.9	469.2	(163.2)
Effect of changes in exchange rates	(38.7)	(36.0)	(30.0)
Cash and Cash Equivalents at the end of the year	854.7	793.5	360.3

	For the year ended 31 December,		
	2022	2021	2020
	(in millions of Euro)		
Cash and Cash Equivalents at the beginning of the year	801.8	347.3	511.8
Net cash flow from operating activities (A)	1,504.2	627.3	(322.6)
Net cash flow (used in) investment activities (B)	(67.1)	(67.3)	(70.0)
Net cash (used in)/(from) financing activities (C)	(1,337.7)	(126.0)	240.1
Net increase (decrease) in Cash and Cash Equivalents (A ± B ± C)	99.4	434.0	(152.5)
Effect of changes in exchange rates	(137.0)	(450.4)	126.3
Cash and Cash Equivalents at the end of the year	863.7	765.0	333.2

Operating, investment activities and financing activities generated cash and cash equivalents of CHF 99.8 million (Euro 99.3 million) for the year ended 31 December 2022, CHF 469.2 million (Euro 434 million) for the year ended 31 December 2021 and used cash and cash equivalents of CHF (163.2) million (Euro (174.7) million) for the year ended 31 December 2020.

Net cash flow from operating activities

The table below summarizes the net cash flows from operating activities for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro.

	For the year ended 31 December,		
	2022	2021	2020
	(in millions of CHF)		
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit / (loss) before taxes	196.8	(407.8)	(2,871.2)
ADJUSTMENTS FOR:			
Depreciation and amortization	1,111.5	1,210.0	1,648.7
Impairment net	(16.9)	280.5	1,193.2
Increase/(decrease) in allowances and provisions	64.7	48.3	32.2
Other non-cash items	8.7	(3.3)	(3.6)
Relief of lease obligations	(80.2)	(847.1)	(380.3)
Loss/(gain) on sale of non-current assets	(0.6)	0.2	5.2
Loss/(gain) on foreign exchange differences	23.2	2.6	–
Finance expense	350.9	364.9	385.5
Finance income	(68.5)	(25.9)	(14.9)
Cash flow before working capital changes	**1,589.6**	**622.4**	**(4.1)**
Decrease/(increase) in trade and other accounts receivable	(28.7)	(137.5)	75.8
Decrease/(increase) in inventories	(288.2)	(26.5)	296.3
Increase/(decrease) in trade and other accounts payable	312.3	239.6	(686.0)
Dividends received from associates	2.7	–	–
Cash generated from operations	**1,587.7**	**698.0**	**(318.0)**
Income tax paid	(76.1)	(19.8)	(27.3)
Net cash flows from operating activities	**1,511.6**	**678.2**	**(345.3)**

	For the year ended 31 December,		
	2022	2021	2020
	(in millions of Euro)		
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit / (loss) before taxes	195.8	(377.2)	(2,682.6)
ADJUSTMENTS FOR:			
Depreciation and amortization	1,106.1	1,119.2	1,540.4
Impairment net	(16.8)	259.5	1,114.8
Increase/(decrease) in allowances and provisions	64.4	44.7	30.1
Other non-cash items	8.7	(3.1)	(3.4)
Relief of lease obligations	(79.8)	(783.6)	(355.3)
Loss/(gain) on sale of non-current assets	(0.6)	0.2	4.9
Loss/(gain) on foreign exchange differences	23.1	2.4	
Finance expense	349.2	337.5	360.2
Finance income	(68.2)	(24.0)	(13.9)
Cash flow before working capital changes	**1,581.8**	**575.7**	**(3.8)**

Decrease/(increase) in trade and other accounts receivable	(28.6)	(127.2)	70.8
Decrease/(increase) in inventories	(286.8)	(24.5)	276.8
Increase/(decrease) in trade and other accounts payable	310.8	221.6	(640.9)
Dividends received from associates	2.7		
Cash generated from operations	**1,580.0**	**645.6**	**(297.1)**
Income tax paid	(75.7)	(18.3)	(25.5)
Net cash flows from operating activities	**1,504.2**	**627.3**	**(322.6)**

2022 vs 2021

Net cash flows from operating activities amounted to CHF 1,511.60 million (Euro 1,504.2 million) in 2022 compared to net cash flows from operating activities of CHF 678.2 million (Euro 627.3 million) in 2021, representing an increase of CHF 833.4 million (Euro 876.9 million), primarily attributable to a substantial increase in cash flow before net working capital changes of CHF 967.2 million (Euro 977.4 million) mainly due to better operational performance and due to continued recovery from Covid pandemic as profit before taxes increased by CHF 604.6 million (Euro 573.0 million) from previous year ending 31 December 2021.

2021 vs 2020

Net cash inflows from operating activities amounted to CHF 678.2 million (Euro 627.3 million) in 2021 compared to net cash outflows from operating activities of CHF (345.3) million (Euro (322.6) million) in 2020, representing an increase of CHF 1,023.5 million (Euro 949.9 million), primarily attributable to a substantial increase in cash flow before net working capital changes of CHF 626.5 (Euro 623.4 million) million mainly due to better operational performance and due to continued recovery from Covid pandemic as profit before taxes increased by CHF 2,463.4 million (Euro 2,278.6 million) from previous year ending 31 December 2020.

Net cash flows used in investing activities

The tables below summarize the net cash flows used in investing activities for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro.

	For the year ended 31 December,		
	2022	2021	2021
	(in millions of CHF)		
CASH FLOW USED IN INVESTING ACTIVITIES			
Purchase of property, plant and equipment	(97.4)	(74.3)	(101.1)
Purchase of intangible assets	(15.9)	(16.9)	(17.9)
Purchase of financial assets	(0.1)	(0.1)	(0.4)

Purchase of interest in associates	0.0	(4.9)	(0.4)
Proceeds from lease income	4.0	3.1	3.9
Repayment of loans receivable granted	4.1	4.7	1.5
Proceeds from sale of property, plant and equipment	3.2	3.1	12.5
Proceeds from sale of financial assets	2.6	1.5	4.9
Proceeds from sale of subsidiaries	0.2		
Other investing activities	–	–	(1.1)
Interest received	30.8	11.0	23.2
Business combinations, net of cash	1.1	–	–
Net cash flows used in investing activities	**(67.4)**	**(72.8)**	**(74.9)**

	For the year ended 31 December,		
	2022	2021	2021
	(in millions of Euro)		
CASH FLOW USED IN INVESTING ACTIVITIES			
Purchase of property, plant and equipment	(96.9)	(68.7)	(94.5)
Purchase of intangible assets	(15.8)	(15.6)	(16.7)
Purchase of financial assets	(0.1)	(0.1)	(0.4)
Purchase of interest in associates	0.0	(4.5)	(0.4)
Proceeds from lease income	4.0	2.9	3.6
Repayment of loans receivable granted	4.1	4.3	1.4
Proceeds from sale of property, plant and equipment	3.2	2.9	11.7
Proceeds from sale of financial assets	2.6	1.4	4.6
Proceeds from sale of subsidiaries	0.2	0.0	0.0
Other investing activities	–	–	(1.0)
Interest received	30.6	10.2	21.7
Business combinations, net of cash	1.1	–	–
Net cash flows used in investing activities	**(67.1)**	**(67.3)**	**(70.0)**

2022 vs 2021

Net cash flows used in investing activities amounted to CHF 67.4 million (Euro 67.1 million) in 2022 compared to net cash flows used in investment activities of CHF 72.8 million (Euro 67.3 million) in 2021, with a decrease of CHF 5.4 million (EUR 5.2 million), primarily attributable to the increase in cash inflows from interest received of CHF 19.8 million (Euro 19.7 million), partially offset by higher outflows from the purchase of property plant and equipment of CHF 23.1 million (Euro 23.0 million) related to the higher purchases of property, plant and equipment at Airports and increased Business development.

2021 vs 2020

Net cash flows used in investing activities amounted to CHF 72.8 million (Euro 67.3 million) in 2021 compared to net cash flows used in investment activities of CHF 74.9 million (Euro 70.0 million) in 2020 with a decrease of CHF (2.1) million (Euro (2.7) million), primarily attributable to lower cash inflows from interest received of CHF 12.2 million (Euro 11.3 million), to lower cash inflows from proceeds from sale of property, plant and equipment of CHF 9.4 million (Euro 8.7 million), partially offset by an increase of cash outflows of CHF 26.8 million (Euro 24.8 million) from the purchase of property, plant and equipment.

Net cash flows used in and from financing activities

The following table summarizes the net cash used in and from financing activities for the years ended 31 December 2022, 2021 and 2020 in CHF and Euro.

	For the year ended 31 December,		
	2022	2021	2020
	(in millions of CHF)		
CASH FLOW FROM FINANCING ACTIVITIES			
Transaction costs for financial instruments	(16.8)	(56.1)	(13.4)
Transaction costs for equity instruments	–	(2.6)	(36.1)
Proceeds from/(repayment) of 3rd party loans	(1.8)	8.1	(1.0)
Proceeds from issue of notes	–	1,599.3	350.0
Proceeds from borrowings	(0.1)	642.9	557.2
Repayment of borrowings	(152.2)	(1,689.0)	(756.5)
Issuance of shares	–	–	957.9
Payment of derivatives interests	(14.2)		
Dividends paid to non-controlling interests	(68.3)	(21.1)	(33.3)
Proceeds from mandatory convertible notes	0.0	–	69.5
Proceeds from sale of treasury shares	(21.6)	–	13.7
Acquisition of non-controlling interests in Hudson Ltd	–	–	(275.4)
Contributions (paid to)/from non-controlling interests	3.3	1.6	(1.0)
Lease payments	(907.7)	(478.4)	(405.7)
Interest paid	(164.9)	(140.9)	(168.8)
Net cash flows used in and from financing activities	**(1,344.3)**	**(136.2)**	**257.0**

	For the year ended 31 December,		
	2022	2021	2020
	(in millions of Euro)		
CASH FLOW FROM FINANCING ACTIVITIES			
Transaction costs for financial instruments	(16.7)	(51.9)	(12.5)
Transaction costs for equity instruments	–	(2.4)	(33.7)

Proceeds from/(repayment) of 3rd party loans	(1.8)	7.5	(0.9)
Proceeds from issue of notes	–	1,479.3	327.0
Proceeds from borrowings	(0.1)	594.7	520.6
Repayment of borrowings	(151.5)	(1,562.3)	(706.8)
Issuance of shares	–	–	895.0
Payment of derivatives interests	(14.1)	0.0	0.0
Dividends paid to non-controlling interests	(68.0)	(19.5)	(31.1)
Proceeds from mandatory convertible notes	0.0	–	64.9
Proceeds from sale of treasury shares	(21.5)	–	12.8
Acquisition of non-controlling interests in Hudson Ltd	–	–	(257.3)
Contributions (paid to)/from non-controlling interests	3.3	1.5	(0.9)
Lease payments	(903.3)	(442.5)	(379.1)
Interest paid	(164.1)	(130.3)	(157.7)
Net cash flows used in and from financing activities	**(1,337.7)**	**(126.0)**	**240.1**

2022 vs 2021

Net cash flows used in financing activities amounted to CHF 1,344.3 million (Euro 1,337.7 million) in 2022 compared to net cash flows used in financing activities of CHF 136.2 million (Euro 126.0 million) in 2021, with a decrease of CHF 1,208.1 million (Euro 1,211.8 million), primarily attributable to lower net proceeds from notes and borrowings amounting to CHF 705.5 million (Euro 652.1 million) and an increase in lease payments of CHF 429.3 million (Euro 397.1 million). In December 2022, we successfully completed the early refinancing of our former USD 550 million Term Loan and EUR 1,300 million Revolving Credit Facility through an increased syndicated and committed EUR 2,085 million Revolving Credit Facility. Within this transaction, Dufry repaid a Term Loan of USD 107 million, extended the maturity profile with the new RCF expiring in December 2027 compared to the previous facilities' maturity in November 2024. Consequently, Dufry's weighted average maturity was extended by 1.2 years, to 4.2 years. The replacement of the combination of RCF and Term Loan with a pure RCF increases the flexibility on drawn amounts allowing to better manage interest expenses.

In the first and the second quarters of 2021, we initiated the early refinancing process of the 2023 maturities through a mixed portfolio of financial instruments. In parallel, we have extended the maturities for the remaining term loans to 2024 and achieved an extension of the covenant holiday until June 2023. The refinancing includes CHF 500 million new convertible bonds due 2026 and the early conversion of the existing CHF 350 million 2023 convertible bonds. Additionally, Dufry priced EUR 725 million

Senior Notes due 2028 and CHF 300 million Senior Notes due 2026. The total proceeds of all combined 2021 financial transactions amounted to CHF 1,619.9 million (Euro 1,612 million).

2021 vs 2020

Net cash flows used in financing activities amounted to CHF 136.2 million in 2021 (Euro 126.0 million) compared to net cash flows from financial activities of CHF 257.0 million (Euro 240.1 million) in 2020, with a decrease of CHF 393.2 (Euro 363.7 million), primarily attributable to: (i) the decrease of the cash inflows from the issuance of shares and the proceeds from mandatory convertible notes which amounted in 2020 to CHF 957.9 million (Euro 886 million) and CHF 69.5 million, (Euro 64.3 million) respectively; (ii) the increase of lease payments of CHF 72.7 million (Euro 67.2 million); partially offset by (iii) the increase of cash inflows from net proceeds from notes and borrowings amounting to CHF 1,335 million (Euro 1,234.9 million); and (iv) the decrease in cash outflows from Acquisition of non-controlling interests in Hudson Ltd which amounted to CHF 275.4 million (Euro 257.3 million) in 2020.

As of the second quarter 2020, Dufry implemented several initiatives to strengthen its the financial position, allowing Dufry to endure the Covid 19-pandemic. Following the approval of the shareholders with a large majority of 99.57 %, in April and May, Dufry executed a capital increase through the placement of 5.5 million shares and by issuing a convertible bond which generated CHF 151 million (Euro 139.6 million) and CHF 350 million (Euro 323.7 million) respectively. In addition, Dufry also agreed with the bank consortium on a new twelve-months committed credit facility of CHF 390 million (Euro 360.6 million), with two six-month extensions. Despite the challenging environment, these transactions allowed the Group to strengthen its balance sheet and to create a solid liquidity position to mitigate the revenue impact of the Covid-19 pandemic.

In October 2020 Dufry executed a second rights offering to acquire the remaining outstanding shares of our North American subsidiary Hudson, which as part of the overall streamlining of the Company structure was fully reintegrated into its organization. In this transaction, Dufry generated gross proceeds of CHF 820 million (Euro 766.1 million) and an additional CHF 70 million (Euro 65.4 million) through the launch of a mandatory convertible bond thus exceeding expectations. The combined financial initiatives in the second and third quarters of 2020 generated total proceeds of CHF 1,992.9 million (Euro 1,862.0) allowing the Offeror to strengthen its balance sheet, to delist Hudson and to establish a solid liquidity position, which at year end 2022 stood at CHF 1,905.7 million (Euro 1,896.4 million).

8.3. Borrowing requirements and funding structure

The Group's principal sources of liquidity are cash from operating activities, bank credit lines and other forms of indebtedness, while the primary needs for liquidity are to fund operating working capital, repay debt and make investments to develop its business. There are no restrictions or limitations in place for distribution of dividends. Furthermore, there are no restriction in usage of available liquidity other than compliance with the liquidity covenant (as mentioned in Chapters 5.1 and in Chapter 20.1), which requires a minimum liquidity available of at least CHF 300 million (Euro 303.2 million) on a monthly basis until and including 30 June 2023.

Cash and cash equivalents are equal to CHF 854.7 million (Euro 863.7 million) as of 31 December 2022, CHF 793.5million (Euro 765.0 million) as of 31 December 2021 and CHF 360.3 million (Euro 333.2 million) as of 31 December 2020. Net Financial Indebtedness was CHF 5,855.8 million (Euro 5,917.3 million) as of 31 December 2022, CHF 6.770.1 (Euro 6,526.7 million) million as of 31 December 2021, and CHF 8,808.1 million (Euro 8,145.1 million) as of 31 December 2020. Current financial indebtedness was CHF 1,240.3 million (Euro 1,253.3 million), CHF 1,219.6 million (Euro 1,175.7.0 million) and CHF 1,467.5 million (Euro 1,357 million) as of 31 December 2022, 2021 and 2020, respectively and non-current financial indebtedness was CHF 5,488.7 million (Euro 5,546.4 million) , CHF 6,356.4 million (Euro 6,127.8 million) and CHF 7,696.9 (Euro 7,117.5 million) million as of 31 December 2022, 2021 and 2020, respectively. As of 31 December 2022, 2021 and 2020 the Group had credit lines for CHF 2,063.3 million (Euro 2,085.0 million) (CHF 1,952.1 million (Euro 1,881.9 million) and CHF 3,067 million (Euro 2,836.1 million) respectively, which were used for CHF 409.5 million (Euro 413.8 million), CHF 501.7 million (Euro 483.7 million) and CHF 1,545.5 million (Euro 1,429.2 million) as of 31 December 2022, 2021 and 2020, respectively. As a result, credit lines which can be used and represents and available headroom as of 31 December 2022, 2021 and 2020 are, respectively, CHF 1,653.8 million (Euro 1,671.2 million), CHF 1,450.4 million (Euro 1,398.2 million) and CHF 1,521.5 million (Euro 1,407 million).

The following tables shows the Net Invested Capital, the Net Financial Indebtedness and Total Equity as of 31 December 2022, 2021 and 2020 in CHF and Euro.

	As of 31 December					
	2022	% on Net Invested Capital	2021	% on Net Invested Capital	2020	% on Net Invested Capital
	(In millions of CHF or percentage)					
Net Fixed Assets	6,693.9	97.9%	7,674.3	98.2%	9,450.9	97.2%
Net Working Capital	146.5	2.1%	142.7	1.8%	271.2	2.8%
Net Invested Capital	6,840.4	100.0%	7,817.0	100.0%	9,722.1	100.0%
Net Financial Indebtedness	5,855.8	85.6%	6,782.5	86.8%	8,804.1	90.6%
Total Equity	966.1	14.1%	1,034.5	13.2%	918.0	9.4%
Net Financial Indebtedness and Total Equity	6,821.9	99.7%	7,817.0	100.0%	9,722.1	100.0%

	As of 31 December					
	2022	% on Net Invested Capital	2021	% on Net Invested Capital	2020	% on Net Invested Capital
	(In millions of Euro or percentage)					
Net Fixed Assets	6,764.2	97.9%	7,398.3	107.0%	8,739.5	126.4%
Net Working Capital	148.0	2.1%	137.6	2.0%	250.8	3.6%
Net Invested Capital	6,912.3	100.0%	7,535.9	109.0%	8,990.3	130.1%
Net Financial Indebtedness	5,917.3	85.6%	6,551.9	94.8%	8,141.4	117.8%
Total Equity	976.3	14.1%	997.3	14.4%	848.9	12.3%
Net Financial Indebtedness and Total Equity	6,893.6	99.7%	7,535.9	109.0%	8,990.3	130.1%

For further information on the Net Financial Indebtedness please see Part B, Section I, Chapter 8, Paragraph 8.1 of the Exemption Document.

For further information on the Total Equity please see the Consolidated Statement of Changes in Equity in Part B, Section 1, Chapter 18, Paragraph 18.1.1 of the Exemption Document.

For further information about other accounts receivable, Income tax assets, Income tax payables, and Other liabilities, please see each of the Notes to the consolidated financial statements as of and for the years ended 31 December 2022, 2021 and 2020.

The Group does not currently have any policies in place regarding dividends or the distribution of future dividends. The Company's shareholders' meeting will resolve upon the distribution of dividends from time to time.

The Company believes that the current cash flow from operating activities and existing bank financing provides with sufficient liquidity to meet current operating working capital needs and financial debt repayment.

The Offeror believes that the Group's main future liquidity requirements will mainly consist of the coverage of working capital, costs for planned investments and interest expense on debt.

Net Fixed Assets and Net Working Capital

The following table provides the calculation of Net Fixed Assets as well as for Core Net Working Capital as of 31 December 2022, 2021 and 2020 in CHF and Euro.

	Year ended 31 December,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Property, plant and equipment	314.3	329.1	453.3	(14.8)	(4.5%)	(124.2)	(27.4%)
Right-of-use assets	2,567.8	3,120.8	4,438.7	(553.0)	(17.7%)	(1,317.9)	(29.7%)
Intangible assets	1,477.9	1,737.3	2,196.9	(259.4)	(14.9%)	(459.6)	(20.9%)
Goodwill	2,272.2	2,360.0	2,369.3	(87.8)	(3.7%)	(9.3)	(0.4%)
Investments in associates	24.4	15.2	7.1	9.2	60.5%	8.1	>100.0%
Deferred tax assets	145.4	179.9	145.5	(34.5)	(19.2%)	34.4	23.6%
Net defined benefit assets	17.0	55.0	–	(38.0)	(69.1%)	55.0	–
Other non-current assets	155.7	215.3	257.2	(59.6)	(27.7%)	(41.9)	(16.3%)
Deferred tax liabilities	(221.4)	(275.4)	(321.9)	54.0	(19.6%)	46.5	(14.4%)
Provisions, non-current	(44.0)	(30.9)	(42.5)	(13.1)	42.4%	11.6	(27.3%)
Employee benefit obligations	(12.3)	(11.5)	(32.6)	(0.8)	7.0%	21.1	(64.7%)
Other non-current liabilities	(29.3)	(46.7)	(43.5)	17.4	(37.3%)	(3.2)	7.4%
Adjustments for:							
Put option Dufry Staer Holding Ltd	26.2	26.2	23.4	–	–	2.8	12.0%
Net Fixed Assets	**6,693.9**	**7,674.3**	**9,450.9**	**(980.4)**	**(12.8%)**	**(1,776.6)**	**(18.8%)**
Inventories	928.4	692.2	659.6	236.2	34.1%	32.6	4.9%
Trade and credit card receivables	62.3	85.3	17.1	(23.0)	(27.0%)	68.2	>100.0%
Trade payables	(486.4)	(335.1)	(154.9)	(151.3)	45.2%	(180.2)	>100.0%
Core Net Working Capital	**504.3**	**442.4**	**521.8**	**61.9**	**14.0%**	**(79.4)**	**(15.2%)**
Other accounts receivable	467.6	371.8	315.0	95.8	25.8%	56.8	18.0%
Income tax assets	21.9	35.0	35.0	(13.1)	(37.4%)	–	–
Income tax payables	(42.1)	(61.3)	(34.2)	19.2	(31.3%)	(27.1)	79.2%
Provisions, current	(89.3)	(88.4)	(49.5)	(0.9)	1.0%	(38.9)	78.6%
Other liabilities	(841.1)	(653.2)	(533.0)	(187.9)	28.8%	(120.2)	22.6%
Adjustments for:							
Financial derivatives liabilities	99.8	63.5	–	36.3	57.2%	63.5	–
Interest payables	25.4	32.9	16.1	(7.5)	(22.8%)	16.8	>100.0%
Net Working Capital	**146.5**	**142.7**	**271.2**	**3.8**	**2.7%**	**(128.5)**	**(47.4%)**
Net Invested Capital	**6,840.4**	**7,817.0**	**9,722.1**	**(976.6)**	**(12.5%)**	**(1,905.1)**	**(19.6%)**
Total equity	**966.1**	**1,034.5**	**918.0**	**(68.4)**	**(6.6%)**	**116.5**	**12.7%**

	Year ended December 31,			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Property, plant and equipment	317.6	317.3	419.2	0.3	0.1%	(101.9)	(24.3%)
Right-of-use assets	2,594.8	3,008.6	4,104.6	(413.8)	(13.8%)	(1,096.0)	(26.7%)
Intangible assets	1,493.4	1,674.8	2,031.5	(181.4)	(10.8%)	(356.7)	(17.6%)
Goodwill	2,296.1	2,275.1	2,191.0	20.9	0.9%	84.2	3.8%
Investments in associates	24.7	14.7	6.6	10.0	68.3%	8.1	>100.0%
Deferred tax assets	146.9	173.4	134.5	(26.5)	(15.3%)	38.9	28.9%
Net defined benefit assets	17.2	53.0	-	(35.8)	(67.6%)	53.0	-
Other non-current assets	157.3	207.6	237.8	(50.2)	(24.2%)	(30.3)	(12.7%)
Deferred tax liabilities	(223.7)	(265.5)	(297.7)	41.8	(15.7%)	32.2	(10.8%)
Provisions, non-current	(44.5)	(29.8)	(39.3)	(14.7)	49.3%	9.5	(24.2%)
Employee benefit obligations	(12.4)	(11.1)	(30.1)	(1.3)	12.1%	19.1	(63.2%)
Other non-current liabilities	(29.6)	(45.0)	(40.2)	15.4	(34.2%)	(4.8)	11.9%
	-	-	-				
Adjustments for:	-	-	-				
Put option Dufry Staer Holding Ltd	26.5	25.3	21.6	1.2	4.8%	3.6	16.7%
Net Fixed Assets	**6,764.2**	**7,398.3**	**8,739.5**	**(634.1)**	**(8.6%)**	**(1,341.2)**	**(15.3%)**
	-	-	-				
Inventories	938.2	667.3	610.0	270.8	40.6%	57.4	9.4%
Trade and credit card receivables	63.0	82.2	15.8	(19.3)	(23.4%)	66.4	>100.0%
Trade payables	(491.5)	(323.1)	(143.2)	(168.5)	52.1%	(179.8)	>100.0%
Core Net Working Capital	**509.6**	**426.5**	**482.5**	**83.1**	**19.5%**	**(56.0)**	**(11.6%)**
Other accounts receivable	472.5	358.4	291.3	114.1	31.8%	67.1	23.0%
Income tax assets	22.1	33.7	32.4	(11.6)	(34.4%)	1.4	4.3%
Income tax payables	(42.5)	(59.1)	(31.6)	16.6	(28.0%)	(27.5)	86.9%
Provisions, current	(90.2)	(85.2)	(45.8)	(5.0)	5.9%	(39.4)	86.2%
Other liabilities	(849.9)	(629.7)	(492.9)	(220.2)	35.0%	(136.8)	27.8%
	-	-	-				
Adjustments for:	-	-	-				
Financial derivatives liabilities	100.8	61.2	-	39.6	64.7%	61.2	-
Interest payables	25.7	31.7	14.9	(6.1)	(19.1%)	16.8	>100.0%
Net Working Capital	**148.0**	**137.6**	**250.8**	**10.5**	**7.6%**	**(113.2)**	**(45.1%)**
Net Invested Capital	**6,912.3**	**7,535.9**	**8,990.3**	**(623.6)**	**(8.3%)**	**(1,454.4)**	**(16.2%)**
Total equity	**976.3**	**997.3**	**848.9**	**(21.0)**	**(2.1%)**	**148.4**	**17.5%**

2022 vs 2021

Net Fixed Assets decreased by CHF 980.4 million (Euro 634.1 million) or by 12.8% from CHF 7,674.3 million (Euro 7,398.3 million) as of December 31, 2021 to CHF 6,693.9 million (Euro 6,764.2 million) as of 31 December 2022. This result is mainly due to the decrease in Right-of-use assets amounting to CHF 553.0 million (Euro

413.8 million) and due to a decrease of intangible assets amounting to CHF 259.4 million (Euro 181.4 million).

2021 vs 2020

Net Fixed Assets decreased by CHF 1,776.6 million (Euro 1,341.2 million) or by 18.8% from CHF 9,450.9 million (Euro 8,739.5 million) as of 31 December 2020, to CHF 7,674.3 million (Euro 7,398.3 million) as of 31 December 2021. This result is mainly due to: (i) the decrease in Right-of-use assets amounting to CHF 1,317.9 million (Euro 1,096 million) mainly related to the relief on lease obligations amounting to CHF 847.1 million (Euro 856 million), the modification of lease obligations amounting to CHF 564.5 million (Euro 570.4 million) and depreciation amounting to CHF 837.4 million (Euro 846.2 million); and (ii) a decrease of intangible assets amounting to CHF 459.6 million (Euro 464.4 million) primarily due to a net impairment amounting to CHF 280.5 million (Euro 242.5 million) and amortization amounting to CHF 234.6 million (Euro 237.1 million).

2022 vs 2021

Core net working capital increased by CHF 61.9 million (Euro 83.1 million) or by 14.0% from CHF 442.4 million (Euro 426.5 million) as of 31 December 2021 to CHF 504.3 million (Euro 509.6 million) as of 31 December 2022. This result is mainly attributable to: (i) the increase in inventories of CHF 236.2 million (Euro 270.8 million); (ii) the increase in trade payables of CHF 151.2 million (Euro 168.5 million); (iii) decrease in trade and credit card receivables of CHF 23 million (Euro 19.3 million).

2021 vs 2020

Core net working capital decreased by CHF 79.4 million or by 15.2% from CHF 521.8 million (Euro 482.5 million) as of 31 December 2020 to CHF 426.5 million (Euro 446.9 million) as of 31 December 2021. This result is mainly attributable to: (i) the increase of trade payables of CHF 180.2 million (Euro 179.8 million), partially offset by (ii) the increase in inventories of CHF 32.6 million (Euro 57.4 million); and (iii) the increase in trade and credit card receivables of CHF 68.2 million (Euro 66.4 million).

Trade and credit card receivables

The trade and credit card receivables amount to CHF 62.3 million (Euro 63 million), CHF 85.3 million (Euro 82.2 million) and CHF 17.1 million (Euro 15.8 million) respectively as of 31 December 2022, 2021 and 2020.

The trade and credit card receivables attributable to the top customer are equal to 2.4%, 1.8% and 8.8% of the total trade and credit card receivables as of 31 December 2022, 2021 and 2020, respectively; the trade and credit card receivables attributable to the top 5 customers are equal to 6.1% and 4.6%, and 22.8% as of 31 December

2022, 2021 and 2020, while the top 10 customers represent the 8.8%, 7.2% and 35.7% respectively as of 31 December, 2022, 2021 and 2020.

The following tables shows the Days Sales Outstanding (DSO) and Trade Receivables Turnover as of and for the years ended December 2022, 2021 and 2020 in CHF and Euro:

Days Sales Outstanding (DSO)

	Year ended 31 December,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
A. Turnover	6,878.4	3,915.4	2,561.1	2,963.0	75.7%	1,354.3	52.9%
B. Trade and credit card receivables	62.3	85.3	17.1	(23.0)	(27.0%)	68.2	>100,0%
C. Days Sales Outstanding (DSO) (B/A*365)	**3.3**	**8.0**	**2.4**	**(4.6)**	**(58.4%)**	**5.5**	**>100,0%**

Days Sales Outstanding (DSO)

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
A. Turnover	6,844.9	3,621.7	2,392.9	3,223.2	89.0%	1,228.8	51.4%
B. Trade and credit card receivables	63.0	82.2	15.8	(19.3)	(23.4%)	66.4	>100,0%
C. Days Sales Outstanding (DSO) (B/A*365)	**3.4**	**8.3**	**2.4**	**(4.9)**	**(59.5%)**	**5.9**	**>100,0%**

Trade Receivables Turnover

	Year ended 31 December,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
A. Turnover	6,878.4	3,915.4	2,561.1	2,963.0	75.7%	1,354.3	52.9%
B. Trade and credit card receivables	62.3	85.3	17.1	(23.0)	(27.0%)	68.2	>100,0%
C. Trade Receivables Turnover (A/B)	**110.4**	**45.9**	**149.8**	**64.5**	**>100,0%**	**(103.9)**	**(69.4%)**

Trade Receivables Turnover

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
A. Turnover	6,844.9	3,621.7	2,392.9	3,223.2	89.0%	1,228.8	51.4%
B. Trade and credit card receivables	63.0	82.2	15.8	(19.3)	(23.4%)	66.4	>100,0%
C. Trade Receivables Turnover (A/B)	**108.7**	**44.0**	**151.3**	**64.7**	**>100,0%**	**(107.3)**	**(70.9%)**

Allowances for trade and credit card receivables were CHF 5.2 million (Euro 5.3 million) in 2022, compared to CHF 7.1 million (Euro 6.8 million) in 2021 and CHF 7.9 million (Euro 7.3 million) in 2020.

Although the Group monitors the credit quality of the third-parties on the basis of internal or external ratings and sets credit limits subject to regular monitoring and the clients are all major players in the sectors in which the Group is active, its customers may delay or fail to fulfill their payment requirements in terms agreed and the internal procedures adopted in relation to the assessment of credit risk and customer solvency may not be sufficient.

Trade receivables past due by over 180 days are mainly attributable to disputes about price and quantity discrepancies or missing invoices.

The following tables shows the impact of overdue receivables in relation to the trade receivables in CHF and Euro.

	Year ended 31 December,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
Trade receivables	28.1	70.9	15.4	(42.8)	(60.4%)	55.5	>100.0%
Overdue Receivables	16.6	48.4	2.5	(31.8)	(65.7%)	45.9	>100.0%
Impact on trade receivables of overdue receivables	**59.1%**	**68.3%**	**16.2%**	**-9.2%**	**-13.5%**	**52.0%**	**>100.0%**

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
Trade receivables	28.4	68.4	14.2	(40.0)	(58.5%)	54.1	>100.0%
Overdue Receivables	16.8	46.7	2.3	(29.9)	(64.0%)	44.3	>100.0%
Impact on trade receivables of overdue receivables	**59.1%**	**68.3%**	**16.2%**	**–9.2%**	**-13.5%**	**52.0%**	**>100.0%**

Dufry does not have any factoring of trade receivables.

Trade payables

The trade payables amount to CHF 486.4 million (Euro 491.5 million), CHF 335.1 million (Euro 323.1 million) and CHF 154.9 million (Euro 143.2 million) respectively as of 31 December, 2022, 2021 and 2020.

The following table shows the Days Payables Outstanding (DPO) and Trade Payables Turnover for the year ended 31 December, 2022, 2021 and 2020

Trade Payables Turnover

	Year ended 31 December,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
A. Cost of sales	2,684.6	1,704.4	1,183.8	980.2	57.5%	520.6	44.0%
B. Inventories written down	(74.7)	(42.2)	(98.8)	(32.5)	77.0%	56.6	(57.3%)
C. Cost for commercial services (i)	499.4	370.7	347.6	128.7	34.7%	23.1	6.6%
D. Trade payables	486.4	335.1	154.9	151.3	45.2%	180.2	>100.0%
E. Trade Payables Turnover ((A+B+C)/D)	**6.4**	**6.1**	**9.2**	**0.3**	**5.4%**	**(3.2)**	**(34.4%)**

(i) Cost for commercial services includes the line-item "Other expenses", net of the "Insurances".

Trade Payables Turnover

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
A. Cost of sales	2,671.5	1,696.1	1,178.0	975.4	57.5%	518.1	44.0%
B. Inventories written down	(74.3)	(42.0)	(98.3)	(32.3)	77.0%	56.3	(57.3%)
C. Cost for commercial services (i)	497.0	368.9	345.9	128.1	34.7%	23.0	6.6%
D. Trade payables	491.5	338.6	156.5	152.9	45.2%	182.1	>100.0%
E. Trade Payables Turnover ((A+B+C)/D)	**6.3**	**6.0**	**9.1**	**0.3**	**5.4%**	**(3.1)**	**(34.4%)**

	Year ended 31 December,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
A. Cost of sales	2,684.6	1,704.4	1,183.8	980.2	36.5%	520.6	44.0%
B. Inventories written down	(74.7)	(42.2)	(98.8)	(32.5)	43.5%	56.6	(57.3%)
C. Cost for commercial services (i)	499.4	370.7	347.6	128.7	25.8%	23.1	6.6%
D. Trade payables	486.4	335.1	154.9	151.3	31.1%	180.2	>100.0%
E. Days Payables Outstanding (DPO) (D/(A+B+C)*365)	**57.1**	**60.2**	**39.5**	(3.1)	**(5.4%)**	**20.7**	**52.5%**

(i) Cost for commercial services includes the line-item "Other expenses", net of the "Insurances".

Days Payables Outstanding (DPO)

	Year ended December 31,			*Changes*			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
A. Cost of sales	2,712.8	1,643.1	1,094.7	1,069.7	39.4%	548.4	50.1%
B. Inventories written down	(75.5)	(40.7)	(91.4)	(34.8)	46.1%	50.7	(55.5%)
C. Cost for commercial services	504.6	357.4	321.4	147.3	29.2%	35.9	11.2%
D. Trade payables	491.5	323.1	143.2	168.5	34.3%	179.8	>100.0%
E. Days Payables Outstanding (DPO) (D/(A+B+C)*365)	**57.1**	**60.2**	**39.5**	**(3.1)**	**(5.4%)**	**20.7**	**52.5%**

Inventories

The inventories amount to CHF 928.4 million (Euro 938.2 million), CHF 692.2 million (Euro 667.3 million) and CHF 659.6 million (Euro 610 million) respectively as of December 31, 2022, 2021 and 2020. Inventories are valued at the lower of historical cost or net realizable value. The historical costs are determined according to the weighted average cost method. Historical cost includes all expenses incurred in bringing the inventories to their present location and condition. Beside the purchase price of the goods less the discounts or rebates obtained, the historical cost includes import duties and transport cost. Dufry purchases most of the inventory centrally and provides the subsidiaries the goods in their reporting currency, i.e. free of currency risk for them. The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. Inventory allowances are set up for slow-moving and obsolete stock. Expired items are fully written off.

The increase in inventories between 31 December 2022 and 31 December 2021 is mainly due to increased goods purchases of in anticipation of improved travel retail activities.

In 2020, travel restrictions and effects from the global pandemic resulted into closing of shops and consequently in a significant decrease in passenger flows. Therefore, sales decreased significantly and inventory built up. In 2021, there was a gradual recovery of the travel business but key markets like Asia continued to be impacted by travel restrictions.

The following table shows the Day of Inventory (DOI) and Inventory Turnover as of and for the years ended 31 December, 2022, 2021 and 2020.

Days of Inventory (DOI)

	Year ended 31 December,			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
A. Net sales	6,721.2	3,826.8	2,477.6	2,894.4	75.6%	1,349.2	54.5%
B. Inventories	928.4	692.2	659.6	236.2	34.1%	32.6	4.9%
C. Days of Inventory (DOI) (B/A*365)	**50.4**	**66.0**	**97.2**	**(15.6)**	**(23.6%)**	**(31.2)**	**(32.1%)**

Days of Inventory (DOI)

	Year ended December 31,			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of Euro or percentage)						
A. Net sales	6,791.8	3,689.2	2,291.1	3,102.6	84.1%	1,398.1	61.0%
B. Inventories	938.2	667.3	610.0	270.8	40.6%	57.4	9.4%
C. Days of Inventory (DOI) (B/A*365)	**50.4**	**66.0**	**97.2**	**(15.6)**	**(23.6%)**	**(31.2)**	**(32.1%)**

Inventory Turnover

	Year ended 31 December,			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
A. Net sales	6,721.2	3,826.8	2,477.6	2,894.4	75.6%	1,349.2	54.5%
B. Inventories	928.4	692.2	659.6	236.2	34.1%	32.6	4.9%
C. Inventory Turnover (A/B)	**7.2**	**5.5**	**3.8**	**1.7**	**31.0%**	**1.8**	**47.2%**

Inventory Turnover

	Year ended December 31,			Changes			
	2022	2021	2020	2022 vs 2021	% Change	2021 vs 2020	% Change
	(In millions of CHF or percentage)						
A. Net sales	6,791.8	3,689.2	2,291.1	3,102.6	84.1%	1,398.1	61.0%
B. Inventories	938.2	667.3	610.0	270.8	40.6%	57.4	9.4%
C. Inventory Turnover (A/B)	**7.2**	**5.5**	**3.8**	**1.7**	**31.0%**	**1.8**	**47.2%**

The decrease of Inventory Turnover between 2021 and 2022 is mainly related to the increase of the inventories of CHF 236.2 million (Euro 238.7 million) as described above.

The increase of Day of Inventory (DOI) between 2021 and 2022 is mainly related to the increase of the inventories as described above and of the increase of the revenues as described in "*Operating and financial review— Result of operations for the years ended 31 December, 2022, 2021 and 2020*".

The tables below show changes in inventory obsolescence provision in CHF and Euro:

	As of 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
Opening Balance	(94.0)	(111.7)	(73.3)	17.7	*(15.8%)*	(38.4)	52.4%
Use of provisions	9.8	18.8	10.7	(9.0)	*(47.9%)*	8.1	75.7%
Creating of new provisions	(32.5)	(38.0)	(68.4)	5.5	*(14.6%)*	30.4	(44.4%)
Release of provisions	23.0	38.3	15.5	(15.3)	*(39.9%)*	22.8	>100.0%
CTA	1.9	(1.3)	3.8	3.2	*(>100.0%)*	(5.1)	(>100.0%)
Closing Balance	**(91.8)**	**(94.0)**	**(111.7)**	**2.2**	***(2.3%)***	**17.7**	**(15.9%)**

	As of 31 December			*Changes*			
	2022	2021	2020	2022 vs 2021	%	2021 vs 2020	%
Opening Balance	(95.0)	(107.7)	(67.8)	12.7	*(11.8%)*	(39.9)	58.9%
Use of provisions	9.9	18.1	9.9	(8.2)	*(45.4%)*	8.2	83.2%
Creating of new provisions	(32.8)	(36.7)	(63.3)	3.8	*(10.4%)*	26.6	(42.0%)
Release of provisions	23.2	36.9	14.3	(13.7)	*(37.1%)*	22.6	>100.0%
CTA	1.9	(1.3)	3.5	3.2	*(>100.0%)*	(4.8)	(>100.0%)
Closing Balance	**(92.8)**	**(90.6)**	**(103.3)**	**(2.2)**	***2.4%***	**12.7**	**(12.3%)**

Inventories are not collateralised. Inventories do not secure liabilities, nor are they recognised at net realisation value.

The increase of inventory obsolescence provision is related to the increase in inventories between 31 December, 2022 and 31 December, 2021 as described in "*Operating and financial review— Result of operations for the years ended 31 December, 2022, 2021 and 2020*".

8.4. Restrictions on the use of capital resources materially affecting Dufry's operations

With regard to the use of financial resources, as of the Date of the Exemption Document there are, in the opinion of the Issuer, no limitations that have had, or could have, directly or indirectly, significant repercussions on the Issuer's and/or the Group's business.

8.5. Anticipated sources of funds

Any financial requirements that emerge will tend to be covered by cash flows generated by operations and, where these are not sufficient, by using the credit lines available (RCF and Bridge Facility) and cash on balance sheet.

CHAPTER 9 REGULATORY ENVIRONMENT

The Dufry Group's operations are subject to a range of laws and regulations adopted by national, regional and local authorities from the various jurisdictions in which it operates.

In the European Union they are regulated by a series of EU Regulations issued from time to time by the European Commission. In particular goods supplied by Dufry's stores – located outside of the Schengen area of EU airports – may be subject to a special VAT exemption under the "warehousing arrangements" regime provided by Art. 158(1)(a) of the Directive 2006/112/CE ("**VAT Directive**"). Pursuant to Art. 158 of the VAT Directive, the EU Member States may exempt the supply of goods to be carried in the personal luggage of travellers taking flights to non-EU countries. Indeed, the exemption applies to the goods carried in travellers' personal luggage if: (i) the traveller is not established in the EU; and (ii) the goods are transported out of the EU before the end of the third month following the date in which the supply takes place; and (iii) the total value of the supply, including VAT, is higher than Euro 175.

In addition, certain supplies of goods can be sold duty-free up to a certain value or quantity. Each EU Member State is allowed to implement the VAT Directive with some amendments.

Further to these regulations, which relate mainly to customs, tariffs and requirements for duty-free inventory and sales, tax laws and regulations also directly and materially affect the Dufry Group's operations in the various jurisdictions in which operations take place. All such laws and regulations are subject to frequent revisions and changes that may impact the Dufry Group's business and operations in material ways.

The Dufry Group is also subject to certain truth-in-advertising, general customs, consumer and data protection, product safety, workers' health and safety and public health rules that govern retailers in general as well the merchandise sold within the various jurisdictions in which it operates.

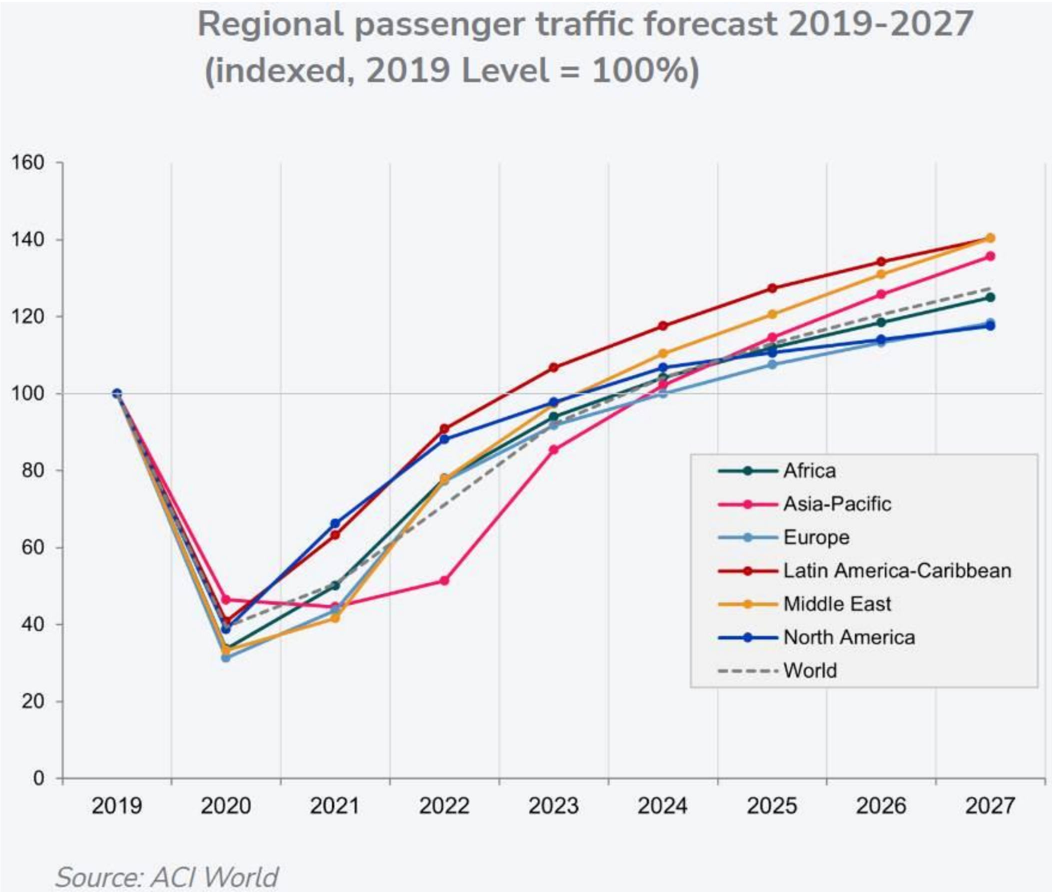
Furthermore, the airport authorities in the United States frequently require that the Group's subsidiaries associate themselves with a Disadvantaged Business Enterprise ("DBE"). The most common partnership model is co-ownership of the retail location between a DBE and the Hudson Group through a joint venture. These agreements are subject to regulation and supervision.

For a more information regarding any governmental, economic, fiscal, monetary or political policies or factors that could materially affect, directly or indirectly, the Offeror's operations please see Chapter 10, Paragraph 10.2. of the Exemption Document.

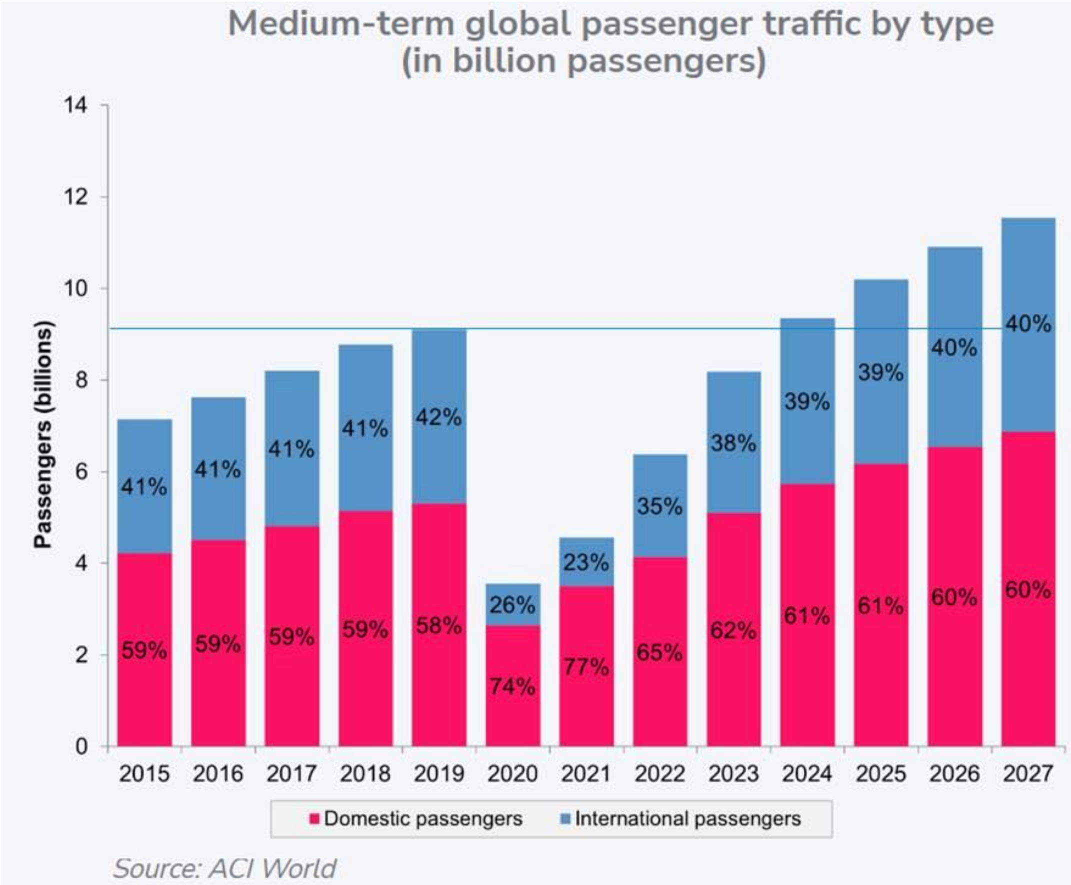
CHAPTER 10 TREND INFORMATION

10.1. Trends and developments

On 22 February 2023, Airports Council International (ACI) World published its quarterly assessment analysing the impact of the COVID-19 pandemic, its effects on airports, and the path to recovery. Namely, global passenger traffic finished 2022 at 72% of 2019 levels, as international passenger numbers reached 60% of 2019 levels whereas domestic was at 79% of 2019 levels in 2022. The recovery in passenger volumes in 2022 remained uneven across the globe with Latin American-Caribbean markets reaching 91% of 2019 levels whereas the Asia-Pacific region lagged at 52%. Global passenger traffic is forecasted to reach 92% of 2019 levels in 2023 ([23]). Despite macroeconomic headwinds, traveller sentiment remains strong, and the re-opening of China will support the ongoing recovery. The baseline projections for global passenger traffic indicate that industry passenger traffic will recover to 2019 levels by 2024. Below graphs illustrate the medium term projection for global passenger traffic.



([23]) Source: https://aci.aero/2023/02/22/the-impact-of-covid-19-on-airportsand-the-path-to-recovery-industry-outlook-for-2023/.



Therefore, demand for air travel is off to a strong start in 2023. The swift lifting of COVID-19 restrictions on domestic and international travel in China bodes well for the industry's continued strong recovery from the COVID-19 pandemic throughout the year. Moreover, the numerous economic and geopolitical uncertainties of recent months have not stopped the demand for travel. Total traffic in January 2023 (measured in revenue passenger kilometres or "RPK") rose 67.0% compared to January 2022. Globally, traffic is now at 84.2% of January 2019 levels. Domestic traffic for January 2023 rose 32.7% compared to the year-ago period, helped by the lifting of the zero-COVID policy in China. Indeed, on 8 January 2023, China opened its borders allowing its citizens to travel abroad without having to quarantine on return, for the first time in three years. Since then, around 250,000 Chinese travellers have been flying out of the country daily, according to Chinese immigration authorities. This is roughly 7.5 million travellers a month, amounting to 62% of outbound travel in 2019. Total January 2023 domestic traffic was at 97.4% of the January 2019 level. International traffic rose 104.0% versus January 2022 with all markets recording strong growth, led by carriers in the Asia-Pacific Region. International RPKs reached 77.0% of January 2019 levels ([24]).

As far as the Autogrill Group is concerned, as of the end of February 2023, airport traffic in the US (the largest business geography for the Group) resulted about 1% above the same period of 2019. Traffic at Amsterdam Schiphol airport (one of Autogrill Group's largest concessions in the world) as of the end of February 2023 was about 22% below 2019 level, further improving compared to -27% trend recorded in 2022.

At the Date of the Exemption Document and since the end of the financial period concluded on 31 December 2022, the Group has reported no significant trends in production, sales and inventory, and costs and selling prices, including in connection with channels other than airports.

During January 2023, February 2023 and March 2023 the Group has reported no significant change in its financial performance nor any variations from the existing outlook for the same period. In particular in the first quarter of 2023, the Group recorded a solid performance of its *business* compared to the corresponding period of 2022. With reference to the geographical areas in which the New Group operates, for the first quarter of 2023, the following is noted:

- *North America:* The duty free and F&B business shows the expected positive business development whereas the duty free business, mainly in Canada, is still impacted by low Chinese passenger volumes.
- *Europe:* across all businesses, channels and most locations, the New Dufry sees positive trends, which confirm the Offeror internal forecasts under the Projections.
- *Latam:* the information available to the Offeror confirm the current positive trend, which is in line with its projections under the Projections.
- *Asia:* Asia remains the most challenging area and effects from the Covid-19 pandemic, mainly the low international Chinese traveler volume, are still affecting the performance of mainly the travel retail part of the business.

Overall, the Group's business in the first quarter of 2023 was characterized by continued improvements and recovery. The overall performance does not deviate significantly from our internal forecasts and does not hinder the validity of the Projections at the Date of the Exemption Document, as the current challenges - concerning, primarily, (i) the capacity of the air traffic market, global passenger volumes and hence travel retail spend to recover quickly from the impact of Covid-

([24]) Air Passenger Market Analysis (iata.org).

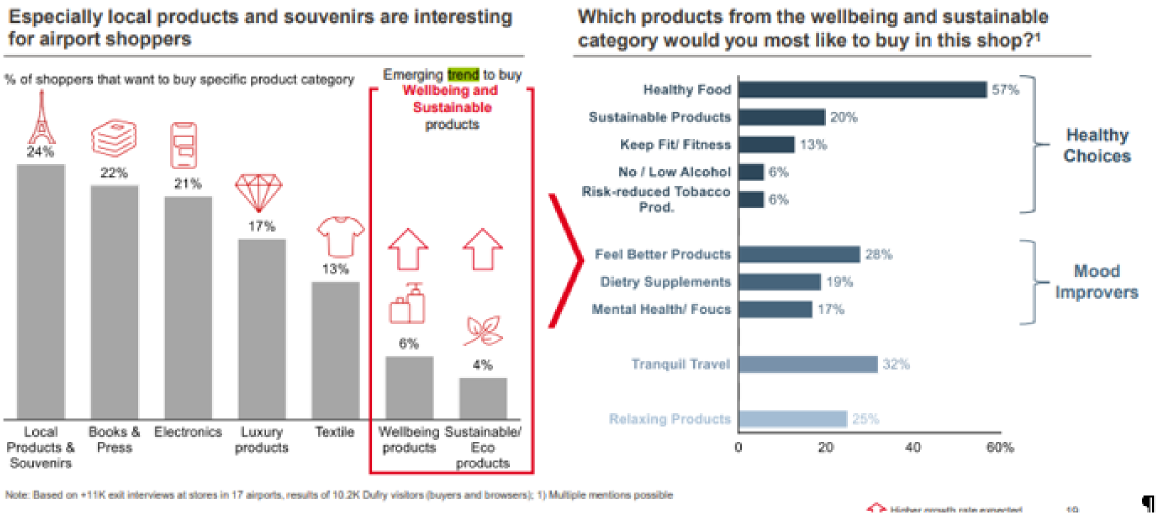
19 and (ii) the ability of the Dufry Group to intercept new and evolving consumer behaviors and preferences and offer more customized products and services – existed also in 2022 and were expected to impact also 2023.

The turnover trend of the Dufry Group from 1 January 2023 until the Date of the Exemption Document suggests that a growth in turnover will be recorded in the first quarter of 2023, not sufficient anyway to equal the growth recorded in the corresponding period before the pandemic.

10.2. Trends, uncertainties, demands, commitments, or events that are reasonably likely to have a material effect on Dufry's prospects for at least the current financial year

Dedicated surveys conducted by the Company's internal advisors in order to identify and anticipate new customer behavior trends indicate three main upcoming trends:

- an increasing need for more contactless and reduced in-person interaction;
- a more digital in-store engagement; and
- the choice by customers of more sustainable or healthy products, as highlighted by the chart below.



According to an internal research conducted by the Company's internal advisors, 84% of travel retail and duty-free shoppers think a greater focus on sustainability by manufacturers has a positive impact on their perception of a brand, whilst 74% feel that a greater focus on sustainability increases the likelihood of them purchasing products of a certain brand.

As disclosed above, the Company has been actively mobilizing in order to address progressive consumer demand for more technological infrastructure to support the shopping experience (*see* Paragraph 5.1.2 above) as well as to adapt to the increasing focus on ESG issues by travelers (see Paragraph 5.4 above).

The universal drivers for customers within the travel-retail sector continue to be exclusivity, novelties, limited editions and unique promotions. These elements are a key part of Dufry Group's retail offer and are relevant for all nationalities, including Chinese customers, who continue to demonstrate their continued interest in and high demand for travel exclusives and limited editions, particularly from the luxury and iconic brands. Premium liquor, Chinese tobacco, luxury fashion and beauty, premium watches and Health & Wellbeing therefore all take centre stage in terms of Chinese customer preference.

The Company's digital strategy is a key focus for the business in this region, not least because of the dominant profile of younger customers and their high levels of digital interaction. Dufry Group will continue to engage with its customers via a multi-channel approach, which allows the Company to communicate with them from the moment they start their journey, until they get back home.

The increasing wealth in China provides immense potential in terms of new customers for many years to come, thus allowing the Company to further develop its presence in this region. Within China, Dufry operates a business in Hainan with Global Duty Free (GDF) through its joint venture with Alibaba. Over the next two years, Hainan is gearing up to become a fully fledged Free Trade Port, signaling more opportunities for travel retail in the domestic market. In September 2022, Dufry Group won the tender for the duty-paid concession at Chongqing International Airport in Western China. Dufry has operated in mainland China since 2009 with stores located in three locations - Chengdu, Macau and Shanghai.

At the Date of the Exemption Document, the Offeror is not aware of any trend which could significantly affect the Dufry Group's economic and financial performance in 2023. In any case it should be noted that at the Date of the Exemption Document Russia's invasion of Ukraine is still ongoing, which has further boosted the dynamic of rising commodity and energy costs. Persistent unstable and tense conditions on commodity prices could keep intensifying rising inflationary pressures and further damaging growth through erosion of consumers purchasing power, affecting their confidence and ability to spend. Further, growth may be inhibited due to increases in oil prices, which lead to higher fuel surcharges and ticket prices and restrict customers' budgets by increasing the general cost of living.

In addition, financial markets in the US and around the world have recently been affected by the distress of Silicon Valley Bank, Signature Bank and other medium-sized American banks, linked to the local economy and manufacturing network, in connection with the US central bank's policy of raising interest rates in order to slow down inflation. Further tensions in the banking system were generated by the distress situation of the Swiss bank Credit Suisse, which also generated further volatility on the stock markets. While the Group has no exposure towards Silicon Valley Bank and Signature Bank, Credit Suisse is a lender in the syndicated Revolving Credit Facility of Euro 2,085 million (see Paragraph 20.1.5 of this Section I) and the bank's total lending commitment amounts to CHF 167.280 million (Euro 169.0 million). Separately, Dufry Group has with Credit Suisse a nominal amount of Euro 0.5 million outstanding for an FX Swap maturing on 11 April 2023 and bank guarantees of total Euro 1.091 million. Given the well-diversified sources of financing the New Group, even considering the impact of the US business on the New Group's performance, Dufry does not expect any material effect on its prospects in connection with the current distress situation of the banking system. However, persistent unstable and tense conditions in the banking system may in the future adversely impact the New Group's ability to access sources of financing, as well as damaging the New Group's growth due to the erosion of consumers' ability to spend.Further uncertainties may be linked to natural disasters and unexpected natural events. Recently, tropical cyclone "Freddy" hit south-eastern Africa, creating extensive damage. However, considering the well-diversified business of the New Group in the EMEA Region, such event is expected to have a limited and non-material effect on the New Groups' business. The New Group is carefully monitoring the situation relating to the recent earthquakes in Turkey / Syria region (hit on 6 February 2023). Although Dufry considers earthquakes only affect limited regions in general, the event caused widespread damage over the borders of Turkey and Syria, which is why Dufry considers it necessary to monitor the situation. Although the New Group's operations are not directly affected by the event, there might be indirect effects such as potential negative effect on passenger numbers in the relevnt regions due to the economic impact of the event.

CHAPTER 11 PROFIT FORECASTS OR ESTIMATES

11.1. Dufry's profit forecasts or estimates

11.1.1 Introduction

On 3 August 2022, the Board of Directors of Dufry approved the economic, financial and capital forecasts of the New Dufy Group for 2023 to 2027 as its mid-term outlook with its new strategy, named "Destination 2027", following the announcement of the Combination. Destination 2027 and mid-term outlook were also the basis of the presentation to the financial community at the Capital Markets Day 2022 on 6 September 2022.

Following the acquisition of 50.3% of the Autogrill group (the "**Transfer**"), on February 2023 Dufry acquired new financial information on Autogrill which, along with the updated financial information available on the Dufry Group, led to update the mid-term outlook disclosed during the Capital Markets Day 2022, for the period 2023-2024. Following the Board of Directors meeting of the Offeror held on 2 March 2023, the full year result of Dufry and the updated combined mid-term outlook for the period 2023 - 2027 (the "**Projections**") were announced to the market on 7 March 2023.

The update is now based on the better than expected Full Year 2022 result of the pro forma New Group and the financial year 2023 projections. Such update is available also on Dufry Group's website at https://www.dufry.com/en/FY2022.

At the Date of the Exemption Document the Projections are valid and confirmed by the Offeror.

The Autogrill Group projections contribute to the Projections of the Dufry Group published in March 2023.

The Projections are based, among other things, on:

a. Assumptions of a general and hypothetical nature regarding future events and actions that will not necessarily occur and that depend substantially on variables not controllable by Dufry or other subsidiaries of the Dufry Group, including Autogrill, directly determined by Dufry with regard to the New Group for 2023 to 2027.

b. Discretionary assumptions regarding future events by which the New Dufy Group may be influenced in whole or in part ("discretionary assumptions" and, together with general and hypothetical assumptions, "**Assumptions**").

Due to the uncertainty connected to the realization of any future event, both as regards the occurrence of the event and as regards the extent and timing of its occurrence, the deviations between the quantities estimated in the Projections and the quantities that will be actualized could be arise. Especially, considering further uncertainties connected with the assumptions regarding the evolution of the COVID-19 pandemic and the geopolitical developments, with implication for the global economy, around Ukraine and other regions in the world, such deviation could also be significant.

In view of the uncertainty surrounding any forecast, investors should not base their investment decisions in the Offeror's financial instruments solely on the Projections.

11.1.2 Strategic guidelines and objectives

The Projections have been originally developed based on the Group's strategy "Destination 2027", partially updated, in particular with reference to 2023-2024, with newly available results of Dufry and Autogrill, and presented at the Dufry's 2022 Full Year Results on 7 March 2023. Under such partial update of the projections, the underlying strategy guidelines and objectives, "Destination 2027", remains still the same and valid, since the presentation of the "Destination 2027" was originally made in September 2022 which is after the announcement of the combination with Autogrill with the anticipation of the future combined New Dufy Group. The New Group's strategy is crafted based on an understanding of its stakeholders' needs, customer insights and the evolution of current market trends. In this context, the New Group developed its five-year strategy and translated it into a concrete, actionable financial plan that focuses on four main pillars:

1. Launch a travel experience revolution by creating - together with brand and landlord partners - a new value proposition for customers.
2. Continue the journey to diversify the New Group's geographical presence in order to tap into fast-growing markets and hedge against regional economic cycles and shocks.
3. Foster a culture of operational improvement to fuel profitability, accelerate cash-flow generation, and reinvest in growth.
4. Strive to prioritize environmental, social and governance ("ESG") considerations in all aspects of the business.

The New Group has already been starting to implement such strategy; (i) first of all, the integration between Dufry and Autogrill has not encountered any significant obstacles since the Transfer; (ii) secondly, through the combination, the New Group will develop a new combined Retail and F&B offering, accelerates and sustains adittional value (particularly through persuing cross selling opportunities, mixed/hybrid store formats, increase of digital engagement, and the new extended business development); (iii) the New Group will be renamed and rebranded to reflect the new scope of business at the latest at the Dufry's 2024 annual general meeting of shareholders.

For further information on the pillars, please see Paragraph 5.4 above.

11.2. Main assumptions on which the forecasts are based

The Dufry Group considers a list of potential challenges for its mid-term outlook and implements the Group's own view on the development of each challenge as a general assumption underlying the Projections. The below listed potential challenges may influence the level of revenues, the profitability as well as the cash flow generation of the New Dufy Group shown as the Projections by Dufry during the Dufry's 2022 Full Year Results announcement on 7 March 2023, which are available also on Dufry's website at https://www.dufry.com/en/FY2022.

As challenges potentially impact macro-economic scenarios, the Group considers:

- health crises (especially the COVID-19 pandemic and the spread of its variants)
- Geopolitical instability
- Natural disasters (such as volcanic eruptions, earthquakes, typhoons)

The Dufry Group also considers the following macro-economic scenarios as a consequence of or deeply relating to the above challenges, such as;

- Currency volatility
- Inflation (either of individual country level or of global scale)
- Restrained GDP growth rate
- Workforce shortages and labour costs increase
- Supply shortages and energy shortages

Based on these macro-ecoonomic scenarios, the Group considers the following factors may have impacts particularly on traffic trends and/or ultimately on the business of the New Dufry Group:

- Travel situation and capabilities
- Market dynamics
- Consumer sentiment, travel patterns and passenger mix effected by macro economics
- Regulatory implementations
- Online shopping and channel preferences (of the existing / potential customers)
- Price perception and spending patterns (of the existing / potential customers)

Among those challenges mentioned and listed above, the Projections were developed on the basis of assumptions of the following items – which depend substantially on variables not controllable by the Offeror. Sensitivities have been developed for making approciated the impact of such non controllable variables on the Projections as indicated in the following Paragraph, 11.3.

11.2.1 Macro-economic scenario

The macro-economic reference scenario has been developed on the basis of the following macro-economic projections prepared by the Group.

a. Impact of and the recovery from the health crisis represented by the COVID-19 pandemic

In a context dominated by uncertainty, the assessment of economic effects, in absence of historical background, must be based on the formulation of assumptions; for the impact of and recovery from the COVID-19 pandemic, general assumptions are in line with estimates drawn up by leading international institutions until September 2022 ([25]). The magnitude and duration of the effects of COVID-19 in individual countries will depend on how effective economic, monetary, and fiscal policies will be in compensating for the negative impacts of the COVID-19 pandemic. With respect to the above assumptions, the Group expects that from the fiscal year 2023, a gradual return to normality in terms of mobility, mixed with a steep recovery of travel activities in certain areas where the New Group operates will continue, regardless of economic concerns represented by inflations and supply shortages. Particularly for the fiscal year of 2023, in defining the underlying traffic trends of the Projections, the New Group assumes that the magnitude of any travel restriction to be possibily imposed by the governments will not have a significant impact on the business of the New Group, even under the possible spread of new COVID-19 variants.

The latest available updates of these estimates show a general improvement over the previous data, notably reperesented by the opening of China’s border, which contributes to faster full recovery of the macroeconomics, thus raising the bottom lines of growth over the projected period.

b. Geopolitical risk assessment related to the macro-economic scenario

At the end of the most acute phase of the COVID-19 pandemic, the world had started to face geopolitical instability, notably since the erruption of the war in Ukraine in February 2022. Geopolitical instability often negatively impacts business performance in different ways. Specifically, the management of the

([25]) “OECD Economic Outlook, Volume 2022 Issue 1” in June 2022, “World Economic Outlook Update, January 2022”.

Group believes that geopolitical risks could potentially affect the New Group's business activities through:

- Shortages and price instability of natural resources, which may cause economic instability as well as traffics constraints;
- Supply chain problems, mixed with procurements problems both in terms of price and in terms of availability and lead-time of any commodity products;
- FX rate instability due to fluctuating monetary policies of the governments, for the purpose of preventing sudden inflations / deflations caused by economic sanctions;
- Reputational risks, such as criticism both by customers and by governments for certain of the Dufry Groups' business activities.

Among these, the Group believes that reciprocal sanctions by certain countries that are often accompanied by restrictions of people's movements beyond national borders, as well as traffic bans in territorial airspace and waters, may impact negatively the volumes of travellers able to transit through airports and seaports. These geopolitical risks are also reflected in the Projections, in the form of applying more conservative view on traffic recovery scenarios compared with external forecast (such as "Air4Cast" and outlook by IATA), which underlines the New Group's turnover forecast in the projection period.

More specifically for Russia's invasion of Ukraine initiated on 24 February 2022, the Group is monitoring the situation very carefully in terms of above mentioned macro-economic effects potentially affecting the New Group's business environment and operations. On the other hand, the Group is not applying any specific adjustment or offset attributable to this event when developping and updating the Projections, because (i) in Ukraine, the New Group has a small presence at the Airport of Odessa, which has been suspended due to the conflict (ii) the New Group operations in Russia is operated through local JV, only represent 1.0% of the 2022 New Group's net pro-forma turnover ([26]) (2.2% in 2021 Dufry Group's net sales), and as such not material at a New Group level. Notwithstanding what already said on the traffic recovery exepectaition (see also Paragraph 11.2.2.), irrespective of the duration of the conflict the New Group does not consider any direct price or cost impact on its projections because of the immateriality of the business in Russia and Ukraine, as of the end of FY2022 and during the Projection development period until the end of February 2023.

([26]) Dufry and Autogrill 2022 pro forma combined, based on Autogrill preliminary FYR2022, published on 15 February, 2023. Exchange rate applied was EUR/CHF=0.99

Even though the Group is not applying any specific adjustment to the Projections in connection with the Russian invasion of Ukraine, the Offeror belives that the adoption of a more conservative assumption on traffic recovery scenarios compared with external forecast (which are thought to be already taking these negative effects into account) is sufficient to account for any negative effects arising from the war in Ukraine.

c. Natural disasters

While the New Group considers natural disasters may be potential challenges considering the effects related to the occurrence of such events, in the development of the Projections, Dufry assumed that natural disasters such as earthquakes, typhoons / hurricanes / thunderstorms, floods, tsunamis often only affect certain limited regions, and thus have a limited effect on the New Groups' business. However, a volcanic eruption may hugely impact aviation traffic, sometimes in a global scale. Dufry believes that a volcanic eruption may potentially impact the business of the New Group at a certain level. However, since (i) in terms of the duration, the impact of a volcanic eruption may be limited (e.g., the 2010 eruption of Eyjafjallajokull in Iceland caused air travel disruption, but only as long as for a week), (ii) it is impossible to forecast the timing, place, and size of the volcanic eruption and its impact on aviation traffic, and (iii) its occurrence is very rare, Dufry assumes that large scale volcanic eruptions which may have a large impact on the New Groups' business will not happen in the projected period.

Please note that the New Group is carefully monitoring the situation relating to the recent earthquakes in Turkey / Syria region (hit on 6 February 2023). Although Dufry considers earthquakes only affect limited regions in general, the event had widespread damage over the borders of Turkey and Syria, thus Dufry considers it necessary to monitor the situation. Because the New Dufry Group's operations are not directly affected by the event, and still monitoring and majoring any indirect effects of the event (such as potential negative effect on passenger numbers in applicable regions, due to the economic impact of the event), Dufry has not considered such effects when developped the Projections.

d. Other assumptions related to the macro-economic scenario

For other macroeconomic factors, which include the GDP growth rate, inflation, as well as supply chain restraints and workforce shortages, the latest available updates show a general improvement over the previous data, notably driven by an ease of energy shortage problems in Europe due to warmer winters in 2022 to 2023, an ease of inflation observed globally in Q4 of 2022, as well as a gradual and accelerated resolutions of workforce shortages and supply chain issues. In particular, the assumptions made on the macro-economic scenario are:

- a substantial stability of the currency exchange rate, specifically and mainly for the exchange ratio of CHF/Euro/USD over the period of the Projections;
- the trend in inflation in the world economy and, in particular, in the countries in which the New Group operates, which may negatively affect consumer sentiments as well as other New Group's procurement costs, is in line with the projections of the international institutions such as OECD ([27]) (up to 10.0% of inflation rate in 2022 will be cooled to 6.6% in 2023 and 5.1% in 2024. For the period of 2025-2027, the forecast projects the trend of returning to normalised base of 2.0-3.0% as a trend) and IMF ([28]) (Global inflation is 8.8% in 2022, which will be cooled to 6.6% in 2023 and 4.3% in 2024, then in 2025-27, the trend is back to pre-Covid level of about 3.5%);
- the trend in GDP growth in the world economy and, in particular, in the countries in which the New Dufry Group operates is in line with the projections of international institutions such as OECD ([3]) and IMF ([5]) (both projected GDP growth of 2-3% in next years, effectively to 2025-2027 as well). Especially for the global economy's projected GDP growth trend, a return to pre-COVID-19 levels is expected for most of the countries, in which the New Group operates, until 2023 and 2024;
- a gradual resolution and decrease of workforce shortage issues at the traffic nodes (specifically represented by airport disruptions and passenger caps) which may contribute to fuel the recovery further, benefitting from increasing demands;
- a gradual resolution of supply chain constraints and distruptions and a gradual decrease of transportation and logistic costs.

11.2.2 Traffic trends in reference channels

Based on the above mentioned assumptions on macro-ecoonomic scenarios, the Group estimates specific dynamics and traffic recovery curves in channels where the New Group operates through its *business areas.*

([27]) OECD Economic Outlook, Volume 2022 Issue 2" in November 2022, Statistics and Projections, also available from: https://data.oecd.org

([28]) "World Economic Outlook is starting to recover" IMF article on Feb 2023, also available from: https://www.weforum.org/agenda/2023/02/imf-global-growth-forecast-inflation-cools-inflation

([5]) "World Economic Outlook Update" by IMF on Jan 2023, also available from: https://www.imf.org/en/Publications/WEO/Issues/2023/01/31/world-economic-outlook-update-january-2023

In particular, the reference channels for the New Group are represented by:

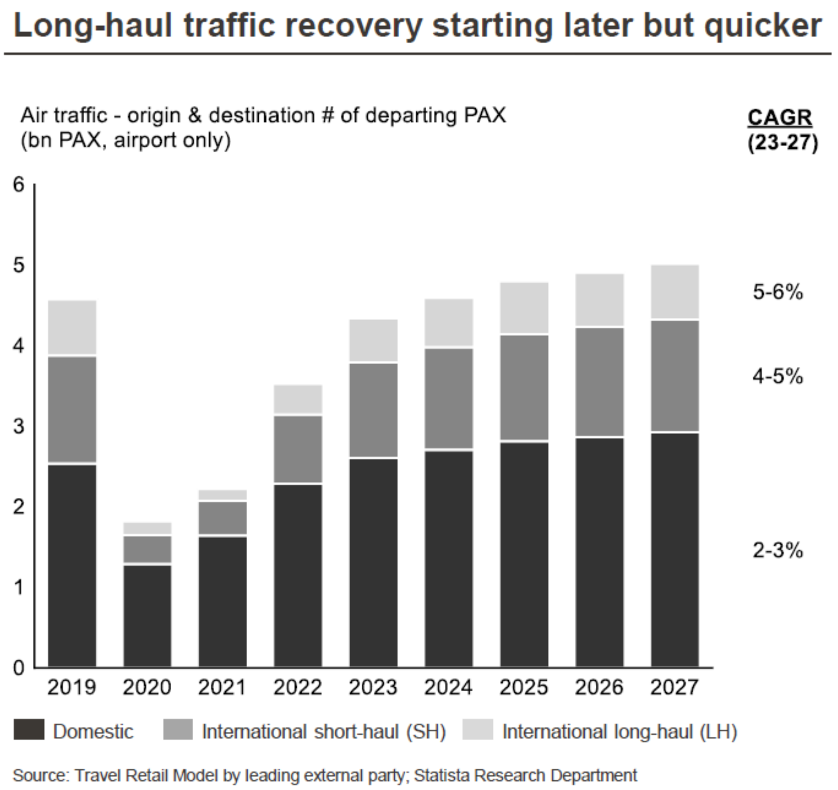
- the airport channel;
- the motorway channel; and
- the other channels (cruise lines, ferries and seaport stores, railway stations, downtown tourist locations, border shops and in-flight retail).

The management of the Group has also taken into account the specific characteristics of traffic, with respect to domestic and international traffic and the type of consumer (*business* or *leisure*), as illustrated in the two tabels below.

Travel patterns and customer preferences versus air traffic are changing amidst the ongoing recovery from the COVID-19 pandemic but also structurally. From a destination perspective, current trends clearly show that international short-haul and long-haul journeys have started recovery later but show a faster recovery than domestic travel. The number of passengers is expected to exceed 2019 levels as of 2025, offering additional growth potential. From an airline typology perspective, the rise of low-cost-carriers continues and makes flying more affordable to wider communities.

The graphic below shows the impact of domestic and international traffic on air flights ([29]).

([29]) Source: Travel Retail Model provided by a strategic consulting firm based on Statista Research Department and other external sources.



At the beginning of the recovery period (2022), passengers first started to travel for leisure and then for business with some delay. Leisure travel is expected to continue growing strongly in 2023 and onwards. Similarly, and despite adoptions of the "*new normal*" in the business space, notably replesented by more adoptions of *remote working* and *virtual meetings* backed by new technologies, the willingness to travel for business travel and the related on-site or in-person meetings will soon reach 2019 levels again; some strong uptake has already been observed as early as 2022, especially in North America.

a. Expectations of traffic developments in 2023/2024

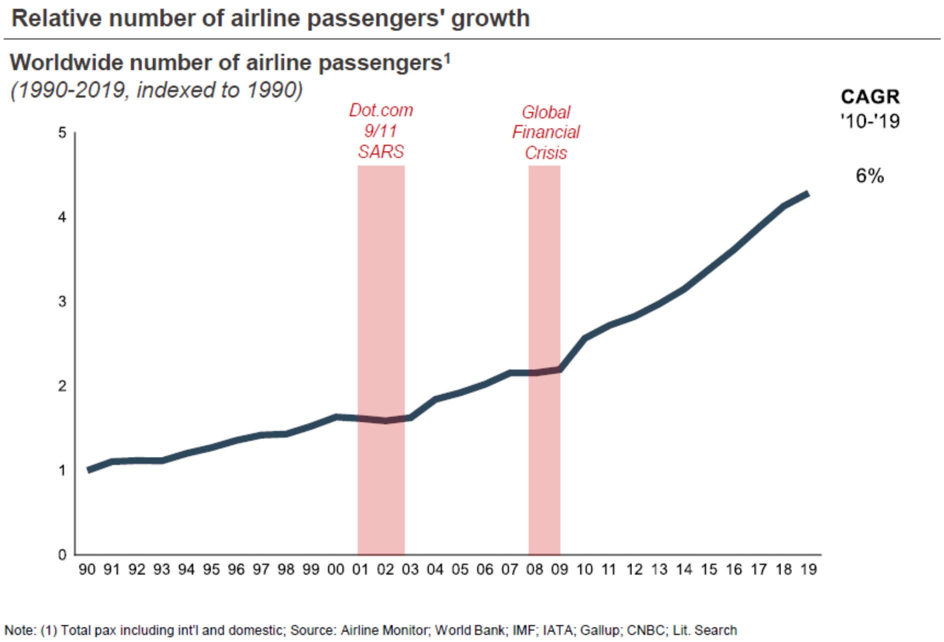
Although at the Date of the Exemption Document short-term traffic developments are extremely uncertain, Dufry considers it reasonable to assume – in line with the information provided by industry associations and independent data provider ([30]) – the following trends for 2023 and 2024.

- Expectations on the general evolution of the business:
  - since the launch of the vaccination campaign, traffic has increased steadily

([30]) Based on Air4Cast Global Passenger Projections of Dufry operating countries as of December 2022, February 2022. Also refeering to various applicable forecast, articles from International Air Transport Association (IATA), Airports Council International (ACI).

towards the end of 2022, with domestic markets recovering faster than international markets;

- despite the expectation that traffic from 2023 onwards will perform better than in 2022 due to the anticipated return to a "new normal" following the COVID-19 pandemic, global uncertainty will continue to be high, especially in the short term, beacause of the outbreak of the war in Ukraine, resulting in a combination of inflation, energy crisis and accerelated supply shortages;
- as per the Global Risk Report 2023 of the World Economic Forum, the world is facing a set of global challenges, such as, but not limited to, the cost of living crisis, geoeconomic confrontation, failure to mitigate climate change, erosion of social cohesion and societal polarization, widespread cybercrime and cyber weakness;
- through all previous crises, the air traffic market and the global passenger volumes have historically proven to be highly resilient. The graphic below shows the relative number of airline passenger growth from 1990 to 2019 ([31]).



- Airport Channel:

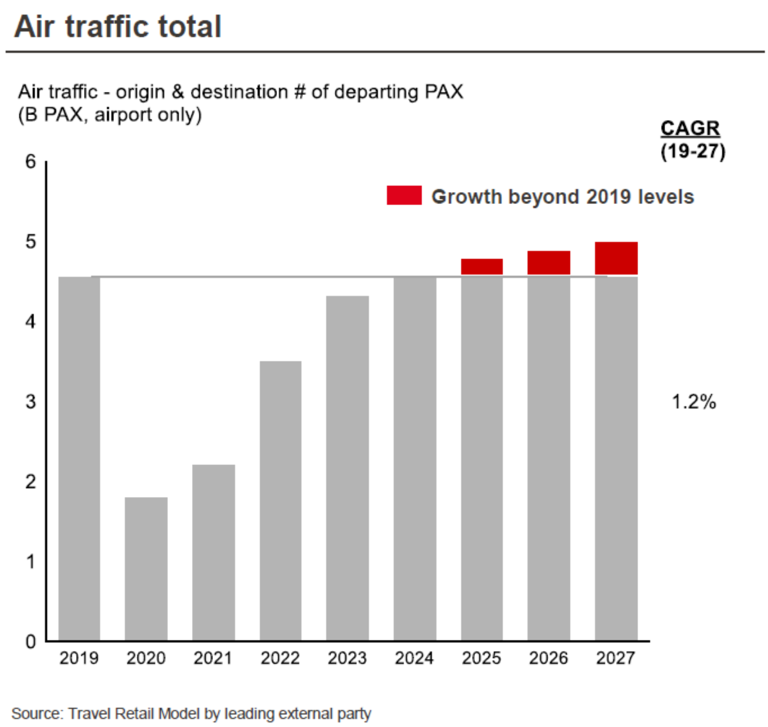
([31]) Based on Airline Monitor, World Bank, IMF, IATA, Gallup, CNBC data, the strategic consulting firm has provided the data, also considering their literature research and insights

- in 2023, all geographies in which the New Dufy Group operates will continue to be impacted by the crisis in terms of the number of passengers, while geographies characterized by large domestic markets (such as the United States) are expected to perform better than others.
- North American traffic benefited from the fastest recovery in the U.S. domestic market during the COVID-19 pandemic (more than 85% of the North American airport traffic is domestic based on the Air4cast estimate).
- However, global passenger projections are estimated to return to 2019 levels by 2024 as per latest forecasts by the industry associations International Air Transport Association (IATA), Airports Council International (ACI), and the independent data provider Air4Cast ([32]).
- Dufry has seen a delay in the passenger flow recovery in certain regions of the world related to the Zero-Covid Strategy applied in China. In late December 2022 and the beginning of January 2023, these restrictions were largely lifted and Chinese passengers are gradually expected to return.

- Motorway channel:
  - the motorway channel will benefit more from the increase in travel propensity;
  - despite increasing fuel prices, the New Group does not envisage a downturn in sales level for the motorway channel;
  - the leisure segment, more adversely affected by the restrictive measures of mobility, is expected to recover faster than the business segment, which instead suffers the effects of remote work (for the most positive part of the range of forecast data, the Offeror assumes, for example, that leisure traffic on Italian motorways will substantially return to 2019 levels in 2024, while business traffic will not return to 2019 levels by 2024).
- Other channels:
  - for the Rail traffic, it is expected to be structurally adversely affected by remote work, as business/commuter traffic represents the vast majority of passengers (for the most positive part of the forecast data range, the broadcaster assumes, for example, that German rail traffic will not return to 2019 levels by 2024).
  - for the remaining channels (cruise lines, ferries and seaport stores, downtown tourist locations, border shops, and in-flight retail), the Group expects the same recovery curve as it has projected for its airport business.

([32]) Air4Cast as of December 2022, February 2022 *b. Expectations of traffic trends as of 2025 to 2027*

According to projections elaborated by Dufry taking reference to the industry associations and independent data provider already mentioned, by 2027, all channels in which the New Group operates are expected to benefit from a resumption of traffic and a return to pre-COVID-19 levels. In particular, as shown in following charts, the airport channel is expected to outperfom traffic levels of 2019 by 2025, as the channel is most exposed to *leisure traffic* and benefits from the resumption of international traffic.



The forecast of airport traffic for the geographical areas in which the New Group operates is as follows:

- **Europe**: a substantial return to the traffic levels recorded for 2019 in the year 2024 is expected;
- **North America**: expected return to 2019 traffic levels in 2023;
- **Asia**: expected to return to 2019 traffic levels in 2024.

The top-line growth of the New Group is driven by the passenger volume, conversion and the spend per passenger. While passenger volumes are based on the willingness to travel, the levels of remote working and potential travel restrictions by national governments, the spend per passenger is primarily based on the following parameters:

- traveller profile evolution;
- traveller mix;
- dwell time, conversion and offering;
- macroeconomics such as the GDP evolution, inflation, consumer sentiment and shocks.

The New Group expects the spend per passenger to increase by 1.5%-2.0% over the 2025 - 2027 projection period as a result of the initiatives implemented under the Destination 2027 strategy. This assumes that inflation pressure will ease during 2023 and return to a more normalized level.

Moreover, the Transaction will expand growth opportunities in other attractive international markets including Asia-Pacific, the Middle East, Latin America and Africa. F&B is expected to be supported by future industry dynamics that can further drive growth, e.g. limited offerings on board, increasing travelers' propensity to grab drinks and foods before boarding, rising interest in regional food, and demand for new experiences and concepts.

11.2.3 Discretionary assumptions

Destination 2027 is supported by a financial plan to secure value creation for shareholders. It is convinction of the Dufry that New Group offers an investment opportunity to participate in an ever-growing industry and a company focused on long-term top-line growth, sustainable profits and resilient, risk-adjusted cash flow generation. Despite the challenging business environment over the past three years, travel retail is a structurally resilient industry with a proven track-record of growth.

As part of the development of the mid-term outlook, the New Group focuses on the dynamics of revenue impact on margins (both in terms of growth and reduction) and cash generation. These assumptions have been based on the following elements, which the New Group may influence in whole or in part, as planned for each of the following areas:

- **Labor costs**: Historically, personnel expenses have proven to be relatively variable to turnover, even in a prolonged downturn scenario. Thus, in the projection period, Dufry expects the labor costs to remain relatively stable as a percentage of turnover of the normalized year 2019 as they benefit from synergies, technological improvements (e.g. smart stores) and operational improvements (as mentioned in Dufry's strategy guidelines in 11.1.3 and subsequently 5.4) which could also offset potential labor cost increases.

- **Rentals**: A significant part of concession fees is variable in nature with proportion on MAGs per PAX having increased since 2019 through negotiations with the Group landlords. Therefore rentals are expected to remain relatively stable as a percentage on turnover in the projection period.
- **Other costs**: Comprises of purely variable costs (including credit card and freight costs) and other operating costs which can be more fix in nature. Thus, until the expected recovery of the passenger flow to the 2019 level in 2024, other costs are expected to remain relatively stable as a percentage of turnover of the normalised year. From 2025 onwards, other costs are assumed to improve slightly compared to 2019, as fixed costs decrease proportionally to increasing sales volumes.
- **Investments**: Historically, Dufry's CAPEX ratio (CAPEX/Revenues) was between 2.8-3.3% in line with its travel retail profile. In comparison, F&B generally has a CAPEX ratio between 5.0-6.0%. ([33]) The Offeror took the weighted average of both two ranges based on turnover size of Dufry and Autogrill (where Dufry applied simplified approximation that Dufry are purely travel retail business and Autogrill is purely F&B business). The Group also considered additional investments of up to around 50bps in CAPEX ratio, contributing to Travel Experience Revolution (mentioned in 11.1.3) such as digital transformation on top of that. As a result, the expected CAPEX for the New Group is approximately 4.5%, just as the Group presented in Capital Market Days 2022 in September 2022. In general, Dufry successfully maintains a disciplined investment approach adapted to the overall business situation in 2022 (especially represented by the spread of Omicron variants and geopolitical situation change), thus does not expect any more spill-over effect in 2023 or beyond as all necessary investments have been already been made during 2022. CAPEX investments primarily comprise investments in connection with the renewal of concession contracts, maintenance investments during the term of the contract, and investments in connection with new concessions. Dufry expects CAPEX ratio level will be in normalised range of approximately 4.0% in 2023. Thereafter transitioning to run rate levels of approximately 4.5%. As a source of financing, the Group assumes relying purely on cash generated from the business and not scheduling any specific bank financing for this purpose at this stage.
- **Working capital**: To make the projections taking both Travel Retail and F&B businesses into consideraion, the Group considered the Trade Net Working Capital (TNWC), defined as Trade Receivables plus Inventory less Trade Payables. Travel retail requires higher working capital investments (TNWC of 5.0% to 8.0% of

([33]) Autogrill historical, also considering peer group based average over the period of 2016-2019, considering B2C businesses only

Turnover), compared to F&B (TNWC of -1.0% of Turnover), given F&B requires lower level of investment due to limited inventory level in general. Dufry considers an actual cash-out of TNWC as a basis of the projection, and projected cash-out to be in line with the revenue growth pattern of the New Group (around 7.0-10.0% increase per annum in 2023 to 2024, ~5.0-7.0% CAGR in 2025-2027), without any specific capital reinforcement for financing it.

Expected Cost Synergies

The New Dufry Group will drive efficiencies to innovate and grow through synergy realizations within two years after closing of the Transaction notwithstanding that Dufry expects full run rate synergies of CHF 85 million (Euro 85.9 million) per year at EBITDA level starting from 2025. The Offeror has identified gross profit improvements and cost reductions to deliver its synergy potential:

Gross Profit Improvements:

- **Costs of Goods Sold (COGS)**: Optimizing costs of goods sold in Travel F&B and convenience, thus contrubuting to the gross profit improvement. Synergies in Europe and the rest of the world also on assortments that are part of the Travel Retail channel.

Cost Reductions:

- **Support Functions**: Optimizing personnel across all functions, including shared service centers and reducing common non-business related OPEX.
- **Business OPEX**: Reducing common business-related OPEX.
- **Store Operations**: Optimizing overhead and back-office in shared locations and excluding store personnel.

Dufry quantified gross profit improvement and cost synergies of total CHF 85 million (Euro 85.9 million), and Dufry applied such amount to develop the projections. Synergies are planned to be realized in the first two years after closing of the Transaction.

However, 2023 and 2024 will be negatively impacted by integration and transaction costs totalling CHF ~200 million (Euro 202.1 million);

- Integration costs, consisting of severance payments, retraining and retention, integration support, costs related to IT system integration and other costs, are estimated at approximately CHF 100 million (Euro 101.1 million). Due to the difficulties in identifying more detailed breakdowns and the complexities in the timing of the payment for each item, Dufry applied simplified fixed number of CHF 100.0 million (Euro 101.1 million) for integration costs, and splitted these amount for the fiscal year of 2023 and 2024 when developing the

Projection. It is assumed that about half of the integration costs will be incurred in 2023. As of Date of the Exemption Document none of these cost are incurred.

- Dufry also estimates transaction costs, covering M&A fees and financing costs quantified as approximately CHF 100 million (Euro 101.1 million), which have been already incurred for CHF 20 million (Euro 20 million) and recorded in the Consolidated financial statements of Dufry for the year ended 31 December 2022, and the residual portion of CHF 80 million (Euro 81 million) will be recognized in year 1 after the Closing Date. However, it should be noted that these costs are expensed outside of Equity Free Cash Flow, thus is not taken into consideration nor will occur any offset effects on the forecast data summarised in 11.2.4.

It is assumed that no additional integration costs will be borne by the New Group starting from 2025. Therefore, during the period 2025-2027, Dufry expects full run rate synergies of CHF 85 million (Euro 85.9 million) per year at EBITDA level starting from 2025. With regard to period 2023-2024 expected cumulative synergies amount to around CHF 70 million[34].

For the combined projection the New Group does not assume any potential merger (included therein the merger between Dufry and Autogrill). In any case, the absence of specific assumptions in the projections does not preclude the ability of the Offeror to merge Autogrill into the Offeror or in a non-listed company controlled by the Offeror in order to achieve the Delisting. For further information please see Section V, Paragraph 5.1 of the Exemption Document.

If the financing (or, depending on the timing of the completion of the merger, the refinancing) of the Cash Alternative Consideration were to occur through the use of forms of financial indebtedness (*i.e.* the Bridge Facilities Agreement, the Revolving Credit Facility and/or the issue of debt instruments), the merger could qualify as a "merger by acquisition with indebtedness" with the consequent applicability of Article 2501-*bis* of the Italian Civil Code, without prejudice to the possible applicability of the regulations on cross-border mergers. In this regard, it should be noted that, as of the Date of the Exemption Document, the Offeror has not taken any formal decision as to how the Cash Alternative Consideration will be financed and how and if any indebtedness incurred for this purpose will be refinanced.

11.2.4 Forecast data

11.2.4.1 *Forecast data for the financial year 2023-2027*

[34] Synergy phasing depending on the outcome of the Offer and subject to industry recovery projections.

The projections for the financial years 2023-2027 presented to the financial community in the announcement of Dufry's 2022 Full Year Results on 7 March 2023, confirm and partially update the mid-term outlook presented together with the "Destination 2027" at the Capital Markets Day 2022 on 6 September 2022. Dufry updated the part of the mid-term outlook as "Considerations for 2023/24" in the presentation, whereas, for the following years FY2025-2027, the outlook communicated at Capital Market Day 2022 in September 2022 is still valid and remains unchanged. The projections for the financial years 2023-2027 presented to the financial community in the announcement of Dufry's 2022 Full Year Results on 7 March 2023 are available on Dufry Group's website at https://www.dufry.com/en/FY2022.

The updated Projections presented by Dufry on 7th March 2023 are summarized in the following table:

	FY2023-2024 Transition Per Annum, vs Full Year 2022 pro forma	FY 2025-2027 Transition Per Annum (base 2024)
Turnover growth	**+7.0% to +10.0% per year** Starting base: FY2022 Dufry, Autogrill pro forma combined turnover of CHF 11.131 million	**+3.0% to +5.0% per year**[35] Starting base: Projection Turnover growth 2024
CORE EBITDA	For 2023, CORE EBITDA Margin deterioration of 50-60 bps compared to Full Year 2022 CORE EBITDA Margin combined of 8.5%, related to accelerating of personnel hiring and energy inflation. For 2024, CORE EBITDA Margin improvement of 75-100 bps Starting base: Projection of CORE EBITDA Margin 2023	Margin Improvement: +15 bps to 25 bps p.a. Starting base: Projection CORE EBITDA Margin 2024

[35] For the avoidance of misunderstanding, the indicated growth of 3.0-5.0% p.a. on the Projection Turnover growth 2024 (on its turn based on the pro forma combined turnover base for Dufry and Autogrill 2022 of CHF 11,131m) corresponds to the previously communicated +5.0% to +7.0% on a lower pro forma combined turnover outlook for FY 2022 of Dufry standalone CHF 6,600-6,700 million and Autogrill of EUR 3,800 million.

Synergy impacts in CORE EBITDA Margin Improvement outlook	Integration costs total of CHF 100 million (Euro 101.1) assumed to be equally spread over 2023-2024. Synergy ramp-up over the course of 2023/2024 for a total amount of CHF 70 million. Synergies included in CORE EBITDA Margin change	Synergies from the business combination: +CHF 85 million (Euro 85.9 million) per year (in addition to CORE EBITDA Margin Improvement)
Equity Free Cash Flow Conversion (Equity Free Cash Flow/ CORE EBITDA)	>20% in 2024	>30% per year

The consolidated net result pro-forma of the New Group in 2022 is negative. With regard to the dynamics of the net consolidated result, Dufry expects to reverse the trend of the net result consolidated of the New Group (from negative to positive) over the time frame of the Plan (2023-2027). Such expectation is valid also assuming that all the minority shareholders of Autogrill will accept the Alternative Cash Consideration except for 1 share and, therefore, the Offeror will have to transfer approximately CHF 1,195 million (Euro 1,207 million) for which it has been assumed that Dufry will use the bridge facilities.

The following should be highlighted:

- Turnover starting base at as CHF 11.131 million (Euro 11,243 million), Dufry, Autogrill pro forma combined base for full year 2022 (EUR/CHF 0.99,). For managerial purposes, revenues from oil business (CHF 0.3 billion) are deducted.
- CORE EBITDA Margin projections figures 2023-2024 have been calculated including integration costs of CHF 100 million and cumulative synergies for a total amount of around CHF 70 million. Dufry's CORE EBITDA FY 2022 amounts to CHF 606 million, 8.8% margin on turnover. CORE EBITDA Margin is a non-IFRS measure used by Dufry as Alternative Performance Measure. As Autogrill has not reported CORE EBITDA metrics for FY 2022, Dufry has estimated the New Group's CORE EBITDA margin FY2022 (as defined in Glossary and Chapter 8) through applying its CORE financial metrics to Autogrill, by adapting Autogrills financial results to Dufry's alternative performance measure definition of CORE EBITDA by primarily replacing IFRS

16 implication with IAS 17 accounting standards. While the combined CORE financial metrics are not audited at the date of the Exemption Document, it represents the New Group's best estimate taking into account the information obtained since the acquisition of the 50.3% stake in Autogrill. Dufry contributes approx. 2/3 of the combined CORE EBITDA FY 2022. This represents an estimate and potential changes may occur after full integration and audits of the New Group.

- Equity Free Cash Flow Conversion is calculated by Equity Cash Flow devided by CORE EBITDA
- The Consolidated business started as of 7 February 2023, following the acquisition of majority stake of Autogirll by Dufry

The outlook for 2023/2024 turnover growth rate is projected as a range by considering following forecasts on each factors, also taking the New Group's internally aligned views into account;

1) Underlying passenger number growth rate referring to global passenger number estimates by industry institutions (Air4Cast ([36]), also referring to ACI and IATA), adjusting sudden recovery of China, APAC regions from 2022 to 2023 to more moderated recovery);
2) Underlying SPP growth rate referring to recent forecast of OECD, IMF, as well as input from the strategic consulting firm, while also considering actual inflation pressure effect negatively to SPP growth rate;
3) Business Development contribution through a retention of existing concessions and a win-rate of new concessions. Dufry follows a dedicated improvement program to manage performance of the organization. In that regard, the Group seeks for improvements in its portfolio of existing and new concession contracts. From a modeling perspective, the profitability of new contracts are assumed to be in line with existing contracts. Taking into account the Projections 2023-2027 of the New Dufry Group, it should be noted that, on the unlikely event that none of the concessions expiring in the period between 2023-2027 were to be renewed (historical renewal success rate > 85%), and no new concessions will be awarded, the Turnover growth 2027 is expected to decline about 50% while CORE EBITDA improvement 2027 is expected to remain in the range indicated in the above table (i.e. +15 bps to 25 bps p.a.). While recovery from the pandemic years 2020 and 2021 is well advanced, the years 2023 and 2024 are considered as being transition years.

([36]) Air4Cast Global Passenger Projections of Dufry operating countries as of December 2022, February 2022

Based on the above mentioned assumptions in respect to passenger forecast, inflation expectations and business development contribution, Dufry exects a turnover growth for the transition years 2023 and 2024 of 7-10% per annum. Due to the faster than intially expected recovery, the base for pro forma combined numbers of Autogrill and Dufry is higher than initially communicated at CMD in September 2022.

It should be noted that the outcome of the tender in Spain, expected for Q2/Q3 2023, will potentially impact the sales level going forward significantly. Because the tender process is ongoing, and the size of the impact is largely dependent on the outcome of the tender and difficult to assume at this stage, the Group considers such potentential impact to come on top of the expected growth of 7-10% for the period 2023/2024.

The turnover forecast for 2025-2027 is complying with the outlook Dufry has communicated to the market on Capital Market Days 2022 on September 2022, which is still valid and remains unchanged as of 2022 Full Year Results announcement on 7 March 2023.

Dufry developed **CORE EBITDA margin** projections taking into account its intention to establish an operational improvement culture in the New Group, consisting of a "zero-based budgeting approach". The "zero-based budgeting approach" will be implemented through the following actions (i) gaining granular cost visibility (*i.e.* identifiable cost centers with clear ownership, driver-based spend categorisation), (ii) allocating resources primarly on the activities which result in greater benefits to the customer, (iii) leveraging technology to simplify work and operations, (iv) establishing a dedicated integration team to realize synergies; (v) an active management of the concessions portfolio.

As for the forecast of CORE EBITDA margin improvements for the year 2023-24, Dufry initially expected margin improvements of 75bps to 100bps per annum for the transition years 2023 and 2024 with Half Year 2022 result as a base, which was also presented at Capital Market Days in September 2022 as an original mid-term outlook. However, due to the stronger than expected performance for Full Year 2022 compared to Dufry's forecast 2022, the Group has presented the updated outlook for year of 2023, as in "Considerations for 2023/2024". With reference to 2023, the New Group expects potential net negative impact (related to personnel hiring, and energy inflation on top of already taken into account as macro economic scenarios mentioned in Paragraph 11.2.1) of 50 bps to 60bps on the combined CORE EBITDA margin for the year 2023 versus Full Year 2022 CORE EBITDA margin of 8.5%. It should be noted that such update is only applicable for the transition year 2023, the initially provided expectations until 2027 presented at Capital Market Days in September 2022 remain valid.

As mentioned in Paragraph 11.2.3, the New Group expects CHF 100.0 million (Euro 101.1 million) spread over 2023 and 2024 as integration costs, as well as synergy ramp-up in these years, which will be absorbed by integration cost. CORE EBITDA margin changes provided in the table above for 2023 and 2024 are including these integration costs and synergy ramp up being calculated in.

For the latter part of the projected period, 2025-27, the Projection forecasts CORE EBITDA margin improvements of further 15 to 25 bps annually.

In 2023, the Offeror expects investments to be at the normalised CAPEX ratio (approximately 4.0% CAPEX on turnover) as a weighted average range of Capex percentages on turnover between Travel Retail and F&B. While in 2025-27, the Group expect CAPEX ratio of up to 4.5% on turnover, also taking into account investments in digital transformation related to the Travel Experience Revolution described in the strategy Destination 27. (as detail explained in 11.2.3).

With regard to tax assumptions, known tax legislation changes, being planned or recently being in effect, were taken into account in the projected period of 2023-2027 (such as corporate tax rates increase in UK from 19.0% to 23.5% in 2023, and to 25.0% in 2024 and onward).

For Working Capital requirements, the Group considered and projected cash-out for Trade Net Working Capital (TNWC) to make it in line with the Turnover growth forecast of 2023 to 2027. (as mentioned in 11.2.3). As a result of a yearly reduction of sales increase, cash outs for Working Capital investments are supposed to be reduced year on year.

With regard to the evolution of interest, a substantial refinancing of the current contractual conditions, on current debt, has been successfully refinanced. Currently a comitted Euro 2,085 million Revolving Credit Facility (RCF) is in place; this facility contributes positively to Dufry's well-balanced debt profile and provides additional flexibility.

It should be noted that the Dufry AGM 2023 to be held on 8 May 2023 is called, *inter alia*, to resolve on the proposal to (i) replace the existing Authorized Capital pursuant to Article 3 ter of Dufry's Articles of Incorporation with a capital range (which if approved will have, in all material aspects, the same terms and conditions as such authorized share capital) which can be used by the Offeror, among other, to serve the Offer Capital Increase and to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of issuance of new Dufry shares; and (ii) create additional conditional share capital in order to have the option to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of the issue of convertible debt instruments; notwithstanding this Projections assume, in the time frame of the same Plan, in order to reduce the indebetdness of the New Group using its cash flow generated by operating activities.

The New Dufy Group is benefitted from a materially strengthened balance sheet and lower financial leverage (where the leverage is calculated as Net Debt / CORE EBITDA. Net Debt is calculated as interest bearing borrowings (not including lease obligations) netted by cash and cash equivalents) compared to Dufry as a stand-alone entity. De-leveraging is the focus of the New Group over the projection period.

These efforts contribute to lowering interests, thus improving Equity Cash Flow over projected period.

It should be noted, that the final financing structure of the Offer will affect the level of interest expenses, but due to the uncertainty of the outcome of the Transacion, specifically, the uncertainty on how much of financing would be required in the end, the New Group has only considered such impact outside of the Projection.

As a result of its growth profile until 2024, the New Group estimates to reach an **Equity Free Cash Flow conversion** on CORE EBITDA of >20% for the financial year 2024. Equity Free Cash Flow does not take into account the effects of acquisitions, divestitures and distribution of dividends.

It should be noted that the Equity Free Cash Flow 2022 of Autogrill is positively affected by one-off impacts of EUR 90.1 million tax refund, EUR 35 million of subsidies, rent credits and other one off items, as well as delayed CAPEX investments of EUR 20 million as per the annual results 2022 publication communicated by Autogrill on March 9. After deducting these items, the Equity Free Cash Flow would amount to EUR 75 million instead of 220 million.

For the projected period 2025-2027, the New Group estimates to achieve an **Equity Free Cash Flow conversion** on CORE EBITDA of >30% per year, not taking into account the effects of new acquisitions, divestitures and distributions of dividends, if any.

The average exchange rate over the projected period was estimated as, and assumed to be substantially stable at:

- EUR/USD at 1.02;
- EUR/CHF at 0.98.

It should be noted that, on the basis of the information available to Dufry at the Data of the Exemption Document, the result forecasts developed by Autogrill illustrated in the Registration Document published on June 10th 2021 are valid and are expected to contribute to the prospective trend of profit margins of the New Group referred to 2023-2027.

11.3. Results of the sensitivity analysis carried out on the main assumptions of the forecast data as at 2023-2027

The forecast data for 2023-2027 was subjected to two different sensitivity analyzes in order to consider the effects considered reasonably possible deriving from future events not controllable by the Group.

The first sensitivity analysis assumed a delay in the return of passenger volumes to the pre-crisis level, as summarized in the chart below:

Geographical Area	Assumption underlying the forecast data	Sensitivity analysis
North America	2023	2024
Europe	2024	2025
Asia	2024	2025

The second sensitivity analysis was carried out applying a Euro/USD exchange rate of 1.12 (average rate in 2019) instead of 1.02 (exchange rate used for the processing of the forecast data in the period 2023-2027).

Upon applying sensitivity scenarios, Dufry assumed the same regional contribution percentages both for turnover and for CORE EBITDA; such percentages are calculated based on turnover generated in each country. The chart below shows the effects of the sensitivity on the main consolidated economic and financial quantities of the forecast data for 2023-2027.

	Forecast FY2023-2024	Delay in recovery of passenger numbers	Exchange rate €/$ 1,12	Effects of both the sensitivities
Turnover growth	~ +7.0% to 10.0 % in CAGR	~ +4.0 % to +8.0% in CAGR	~ +9.5 % to +12.5 % in CAGR	~ +6.5 % to +10.0 % in CAGR
CORE EBITDA Margin	Margin Improvement: +5 bps to 30 bps	Margin Improvement: +5bps to 30 bps	Margin Improvement: +10 bps to 35 bps	Margin Improvement: +10 bps to 35 bps

Equity Free Cash Flow Conversion (on CORE EBITDA)	>20 % in 2024	>20% in 2024	>25 % in 2024	>25% In 2024

	Forecast FY2025-2027	Delay in recovery of passenger numbers	Exchange rate €/$ 1,12	Effects of both the sensitivities
Turnover growth	~ +3.0 % to +5.0 % in CAGR	~ +4.0 % to +6.0 % in CAGR	~ +3.0% to + 5.0 % in CAGR	~ +4.0% to +6.0% in CAGR
CORE EBITDA Margin	Margin Improvement: +15 bps to 25 bps	Margin Improvement: +15 bps to 25 bps	Margin Improvement: +15 bps to 25 bps	Margin Improvement: +15bps to 25 bps
Equity Free Cash Flow Conversion including synergies (on CORE EBITDA)	>30%	>30 %	>30%	>30%

The forecasted figures refer to the turnover growth rate, margins over turnover, and conversion percentages, and, as such, sensitivities only show minor differences to those in the original forecast.

The sensitivity relating to the passenger flow shows that a late industry recovery will positively influence the revenue growth rates in the 2025-2027 period, while it has a negative impact in the period 2023 -2024, since higher annual growth rates are shifted by one year into the aforementioned period 2025-2027. CORE EBITDA improvements and conversion rates remain unchanged to the forecasted amounts

The sensitivity relating to the foreign exchange rates shows that the New Group has a relatively high revenue share in North America (~35% of total revenue) while at the same time it accounts for larger percentages of the New Group's CORE EBITDA (approximately 37% or more). As a result, the sensitivity analysis records an increase in the CORE EBITDA Margin improvement in the event of an appreciation of the USD compared to the CHF.

11.4. Statement on Dufry's profit forecast or estimate

The Offeror declares that, having adopted all reasonable diligence for this purpose, the forward-looking data contained in this Chapter 11 is:

- comparable to the financial information of Dufry for the financial year 2022, as integrated by the pro-forma financial information for the same period and by the information regarding the criteria for determining the basis on which the forecasts are calculated and the contribution of Autogrill to the profitability of the Dufry Group (as indicated in Paragraph 11.2.4 above); and
- consistent with the Offeror's accounting practices.

CHAPTER 12 BOARD OF DIRECTORS AND GLOBAL EXECUTIVE COMMITTEE

12.1. Members of the board of directors and of the global executive committee

12.1.1. Board of Directors

Pursuant to Article 13, Paragraph 1 of the Articles of Incorporation, the Board of Directors shall consist of at least three and at most eleven members, depending on the determination of the Shareholders' Meeting.

The Board of Directors in office as of the Date of the Exemption Document is composed of eleven members, ten of which are independent pursuant to the Swiss Code of Best Practice for Corporate Governance. In this regard, it should be noted that the 2023 AGM is convened on 8 may 2023, among other things, to resolve on the proposal to increase the number of directors to a maximum of 12 members.

The members of the Board of Directors were elected by the Shareholders' Meeting held on 17 May 2022 – except for Mr. Alessandro Benetton and Mr. Enrico Laghi, who were elected on 31 August 2022, effective as of the Closing Date – and will remain in office until completion of the annual Shareholders' Meeting 2023.

The members of the Board of Directors are elected individually, for a term of office extending until the completion of the next annual Shareholders' Meeting and may be re-elected without limitation. The Chairman of the Board of Directors and the members of the Remuneration Committee are directly elected by the Shareholders' Meeting.

The following table sets forth the name, position held within Dufry and date of last (re-)election, by each respective member of the Board of Directors as of the Date of the Exemption Document.

Name	Position held	Date of last (re-) election
Juan Carlos Torres Carretero	Executive Chairman	17 May 2022
Alessandro Benetton	Honorary Chairman	31 August 2022 (effective as of the Closing Date)
Enrico Laghi	Vice-Chairman	31 August 2022 (effective as of the Closing Date)
Xavier Bouton	Independent Director	17 May 2022
Joaquin Moya-Angeler Cabrera	Independent Director	17 May 2022
Linda Tyler Cagni	Independent Director	17 May 2022

Luis Maroto Camino	Independent Director	17 May 2022
Mary J. Steele Guilfoile	Independent Director	17 May 2022
Heekyung Jo Min	Lead Independent Director	17 May 2022
Ranjan Sen	Independent Director	17 May 2022
Eugenia M. Ulasewicz	Independent Director	17 May 2022

The members of the Board of Directors are all domiciled for office at Dufry's registered office.

Family Relationships

To the best of Dufry's knowledge, none of the members of the Board of Directors has any family relationship with other members of the Board of Directors or members of the Global Executive Committee.

Curriculum vitae

The following is a summary of the curriculum vitae and the main activities outside the Company of each of the members of the Board of Directors in office as of the Date of the Exemption Document.

Juan Carlos Torres Carretero – He has many years of private equity and senior management operating experience. In 1988, he joined Advent International, a private equity firm in Boston as a partner. From 1991 to 1995, he was partner at Advent International in Madrid. From 1995 to 2016, he was managing partner in charge of Advent International Corporation's investment activities in Latin America. Mr. Torres Carretero graduated in physics from Universidad Complutense de Madrid and in management from MIT's Sloan School of Management.

Enrico Laghi – He currently serves as the CEO of Edizione S.p.A., member of the board of directors of Atlantia S.p.A. and Abertis Infraestructuras SA. He has been serving as member of the board of directors and the board of statutory auditors of a number of listed Italian entities including Acea S.p.A., Pirelli & C. S.p.A., Gruppo Editoriale L'Espresso S.p.A. and UniCredit S.p.A. He has served in numerous expert commissions, including the Standard Advice Review Group of the EU Commission (SARG), the European Securities and Market Authorities (ESMA) and the European Financial Reporting Advisory Group (EFRAG). He has also served as Special Commissioner of Special Administration of Alitalia S.p.A. and Ilva S.p.A. He has been a full professor of accounting & finance at the La Sapienza University of Rome.

Alessandro Benetton – He currently serves as the Chairman of the board of directors of Edizione S.p.A. and member of the board of directors of Atlantia S.p.A. He is the founder and CEO of 21 Invest since 1992 and is a pioneer in the Italian private equity market. Mr. Benetton served as member of the board of directors of Autogrill from 1997 to 2023, Chairman of the Benetton group from 2012 to 2013 and member of the board of directors of Robert Bosch International Holdings AG from 2002 to 2018. He also has worked as an analyst at Goldman Sachs and has served as the Chairman of the Benetton Formula 1 Racing Team from 1988 to 1998 and as the President of the Cortina 2021 Foundation from 2017 to 2021. Mr. Benetton holds a bachelor's degree in business administration from Boston University and an MBA from Harvard Business School. He is a holder of the Order of the Merit of Labour (Cavaliere del Lavoro).

Xavier Bouton – He has been serving as Chairman of the Supervisory Board of Fayenceries de Sarreguemines Digoin & Vitry le Francois since 1999, and as Chairman of Edeis since 2021. Previous roles include board memberships in-Dufry AG (2005 – 2017), ADL-Partners (1999 – 2021) and Laboratoires -hemineau (1990 – 2005). Mr. Bouton holds a diploma in economics and finance from the Institut d'Etudes Politiques de Bordeaux and a doctorate in economics and business administration from the University of Bordeaux.

Joaquin Moya-Angeler Cabrera – He has been serving as Chairman of the board of directors of La Quinta Real Estate since 1994, Vice-chairman of the board of directors of Corporacion Pascual since 1994 and as a member of the board of directors of Avalon Private Equity since 1999. He also serves on the advisory boards of the private equity firms Palamon Capital Partners and M.C.H. Private Equity. He is the honorary Chairman of several non-profit organisations, including the Board of Trustees of the University of Almeria, the Fundación Mediterránea, and the Spanish Association of Universities Governing Bodies. Mr. Moya-Angeler Cabrera holds a master's degree in mathematics from the University of Madrid, a degree in economics and forecasting from the London School of Economics and Political Science and an MS in management from MIT's Sloan School of Management.

Linda Tyler-Cagni – She is the founder and has been Chief Executive Officer at Only the Best Agency Ltd since 2015. She also served as a Director at Atlantia S.p.A. from 2016 to 2018 and served on the board of directors of World Duty Free Group from 2013 until the acquisition of World Duty Free Group in 2015. She has also served as an advisor to the management Board of Bonpoint and held various management positions with Fast Retailing Group, Uniqlo and Ermenegildo Zegna. Ms. Tyler-Cagni is currently a member of the business management advisory board of EDHEC Paris. She holds a bachelor of arts (Honors) in languages, economics & politics from the University of Kingston, London.

Luis Maroto Camino – He has been the CEO and President of Amadeus IT Group since 2011. He joined Amadeus IT Group in 2000, where he served as Director Marketing Finance (2000 – 2004), CFO (2004 – 2009) and Deputy CEO (2009 – 2010). Prior to joining Amadeus, he held several managerial positions at the Bertelsmann Group from 1991 to 1999. Mr. Maroto Camino holds a bachelor in law from the Universidad Complutense Madrid and an MBA from the Instituto de Estudios Superiores de la Empresa, Madrid (IESE). He also attended a business management course for media companies at University of Stanford in California, the Bertelsmann Harvard Course for Top Managers at Harvard Business School, the INSEAD AVIRA program for new appointed CEOs and the IMD High Performance Board Program.

Mary J. Steele Guilfoile – She is currently Chairwoman of MG Advisors, Inc., a privately owned financial services merger and acquisitions advisory and consulting firm. Ms. Guilfoile served as Executive Vice President and Corporate Treasurer at JPMorgan Chase & Co. and as Chief Administrative Officer of its investment bank from 2000 through 2002, previously served as a Partner, CFO and COO of The Beacon Group, LLC, a private equity, strategic advisory and wealth management partnership, from 1996 through 2000. She has been a member of the boards of directors of C. H. Robinson Worldwide, Inc. since 2012, The Interpublic Group of Companies, Inc. since 2007, and Pitney Bowes Inc., since 2018. Ms. Guilfoile holds a bachelor's degree in accounting from Boston College Carroll School of Management and a master's degree in business administration from Columbia Business School, and is a certified public accountant.

Heekyung Jo Min – She has served as Senior Executive Vice President and Head of Corporate Social Responsibility at CJ Cheiljedang Corporation, a publicly-listed multi-industry Korean conglomerate with retail operations since 2011; as Director General, Incheon Free Economic Zone, Korea from 2007 to 2010; as Country Advisor, Global Resolutions, Korea in 2006 and as Executive Vice President, Prudential Investment and Securities Co., Korea from 2004 to 2005. Ms. Min holds a bachelor of arts from Seoul National University, an MBA from the Columbia Graduate School of Business and PhD in business administration from Seoul Business School (aSSIST). Ms. Min is also a member of the board of directors of CJ Welfare Foundation as well as honorary advisor to the Asia New Zealand Foundation.

Ranjan Sen – He is Managing Partner and a member of the European and Asian Investment Advisory Committee and Head of its German office at Advent International Corporation since 2016. In his function, Mr. Sen is also managing director of two German limited liability companies advising Advent International Corporation. Previously, Mr. Sen had many years of private equity and banking experience. Mr. Sen is also a member of the supervisory board of InPost Poland Inc., and Hermes Germany

GmbH. Mr. Sen studied for two years at the European Business School and graduated with a degree in business administration from the Richmond University in London.

Eugenia M. Ulasewicz – She had a successful career serving in many roles as a global retail industry executive, most recently as President, Burberry Americas until 2013. She serves on the board of directors of Signet Jewelers (since 2014) and Vince Holding Corp (since 2014). She served on the board of directors of Husdon Ltd. from 2018 to 2020, Bunzl Plc from 2011 to 2020 and ASOS Plc from 2020 to January 2023. Ms. Ulasewicz holds a bachelor's degree from the University of Massachusetts, Amherst and a doctorate in law from the College of Mount Saint Vincent in New York.

The following table indicates the main companies or partnerships (other than the New Group companies) in which the members of the Board of Directors in office as of the Date of the Exemption Document have been members of the administrative, management or supervisory bodies, or partners, in the last five years, with an indication of the status of the office and/or shareholding held as of the Date of the Exemption Document.

Name	Companies in which an office/shareholding is held	Office/shareholding held	Status of the office/shareholding as of the Date of the Exemption Document
Juan Carlos Torres Carretero	–	–	–
Enrico Laghi	Abertis Infraestructuras SA	Member of the Board of Directors	Current
	Atlantia S.p.A.	Member of the Board of Directors	Current
	Edizione S.p.A.	Chief Executive Officer	Current
	Studio Laghi S.p.A.	Chairman Shareholder (100%)	Current
	Italcare Capital Partners S.r.l.	Shareholder (50%)	Expired
Alessandro Benetton	Atlantia S.p.A.	Vice-Chairman	Current
	Edizione S.p.A.	Chairman	Current
	Ricerca Finanziaria S.p.A.	Chairman and Chief Executive Officer	Current

		Shareholder (25%)	
	Ricerca S.p.A.	Chief Executive Officer Shareholder (16.25% bare ownership and 8.75% full ownership)	Current
	Saibot S.r.l.	Sole Shareholder and Director Shareholder (100%)	Current
	21 Investimenti società di gestione del risparmio S.p.A.	Chairman	Current
	21 Invest S.p.A.	Chairman	Current
	Autogrill S.p.A.	Member of the Board of Directors	Expired
	Benetton Group S.r.l.	Member of the Board of Directors	Expired
Xavier Bouton	Edeis	Chairman	Current
	F.S.D.V. (Feyenceries de Sarreguemines Digoin & Vitry la François)	Member of the Board of Directors	Current
	Dekuple/ADL Partner	Member of the Board of Directors	Expired
	Canopee	Shareholder (15%)	Current
	Just in Cloud	Shareholder (33%)	Current
Joaquin Moya-Angeler Cabrera	Avalon Private Equity	Chairman	Current
	Calidad Pascual	Vice-Chairman	Current
	Corporación Empresarial Pascual	Chairman	Current
	Inmoan	Chairman Shareholder (79.54%)	Current
	La Quinta Real Estate	Chairman	Current

	MCH Private Equity	Member of the Advisory Board	Current
	Palamon Capital Partners	Member of the Advisory Board	Current
	Hudson Ltd	Member of the Board of Directors	Expired
Linda Tyler-Cagni	EDHEC Paris	Member of the Business Management Advisory Board	Current
	Atlantia	Member of the Board of Directors	Expired
	Bloch International	Member of the Board of Directors	Expired
	Bonpoint	Executive Board advisor	Expired
Luis Maroto Camino	Amadeus IT Group	Chairman and Chief Executive Officer	Current
Mary J. Steele Guilfoile	C.H: Robinson Worldwide Inc.	Member of the Board of Directors	Current
	MG Advisors, Inc.	Chairwoman	Current
	Pitney Bowes, Inc.	Member of the Board of Directors	Current
	The Beacon Group, LP	Partner	Current
	The Interpublic Group of Companies, Inc.	Member of the Board of Directors	Current
Heekyung Jo Min	Asia New Zealand Foundation	Honorary Adviser	Current
	CJ Cheiljedang	Executive Vice President of Corporate Social Responsibility	Current
	CJ Welfare Foundation	Member of the Board of Directors	Current
Ranjan Sen	Advent International Corporation	Managing Partner and Member of the European and Asian Investment Advisory Committee	Current
	Advent International Gmbh	Managing Director	Current
	Advent Investment Advisory Gmbh	Managing Director	Current

	Hermes Germany GmbH	Member of the Supervisory Board	Current
	InPost Poland	Member of the Supervisory Board	Current
Eugenia M. Ulasewicz	Signet Jewelers Ltd.	Member of the Board of Directors	Current
	Vince Holding Group	Member of the Board of Directors	Current
	ASOS Plc	Member of the Board of Directors	Expired
	Bunzl Plc	Member of the Board of Directors	Expired
	Hudson Ltd.	Member of the Board of Directors	Expired

Additional information

To the best of Dufry's knowledge, during the five years preceding the Date of the Exemption Document, none of the members of the Board of Directors:

(i) has been convicted in connection with fraudulent offences;

(ii) has been associated, acting in one or more of the capacities listed above, with bankruptcies, receiverships, liquidations or companies put into administration;

(iii) has been subject to public incriminations and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or disqualification by a court from acting as a member of the administrative management or supervisory bodies of any issuer or from acting in the management or conduct of the affairs of any issuer.

Powers and duties of the Board of Directors

Pursuant to Article 14 of the Articles of Incorporation, the Board of Directors is entrusted with the ultimate direction of the business of the Company and the ultimate supervision of the persons entrusted with the management of the Company. It represents the Company towards third parties and shall manage all matters which by law, the Articles of Incorporation or regulation have not been delegated to another body of the Company.

The Board of Directors may appoint from amongst its members standing or *ad hoc* committees entrusted with the preparation and execution of its decisions or the supervision of specific parts of the business. The Board of Directors shall ensure that it is kept properly informed. Unless otherwise provided by law, the Board of Directors is authorized to delegate, in part or entirely, the management and the representation of the Company to one or more persons, members of the Board of Directors, to committees or third parties, who need not be shareholders.

Pursuant to Article 15 of the Articles of Incorporation, the Board of Directors is entrusted with the following non-delegable and inalienable duties:

(i) the ultimate direction of the business of the Company and the power to give the necessary directives;

(ii) the determination of the organization of the Company;

(iii) the administration of the accounting system, financial control and financial planning;

(iv) the appointment and removal of the persons entrusted with the management and representation of the Company, as well as the determination of their signatory power;

(v) the ultimate supervision of the persons entrusted with the management of the Company, in particular with respect to their compliance with the law, the Articles of Incorporation, regulations and directives;

(vi) the preparation of the business report, the compensation report and the Shareholders' Meeting and to carry out the resolutions adopted by the Shareholders' Meeting;

(vii) notification of the judge if liabilities exceed assets;

(viii) the passing of resolutions regarding the subsequent payment of capital with respect to non-fully paid-in shares;

(ix) the passing of resolutions confirming increases in share capital and the amendments to the Articles of Incorporation entailed thereby;

(x) the non-delegable and inalienable duties and powers of the Board of Directors pursuant to the Swiss Merger Act.

In addition, pursuant to Article 3.2 of the Board Regulations, the Board of Directors is entitled with the following exclusive powers and duties:

(i) to approve any non-operational or non-recurring transaction not included in the annual budget and exceeding the amount of CHF 10,000,000;

(ii) to issue convertible debentures, debentures with option rights or other financial market instruments;

(iii) to approve the annual investment and operating budgets of the Company and the New Group;

(iv) to approve the executive regulations promulgated in accordance with the Board Regulations;

(v) to propose an independent voting rights representative for election to the meeting of shareholders, and to appoint an independent voting rights representative in the event of a vacancy pursuant to the Articles of Incorporation.

The Board of Directors may entrust some or several of its members, as individuals or as members of a committee, with the duty to prepare and carry out its resolutions or to supervise certain matters. The Board of Directors keeps its members duly informed on these matters.

Pursuant to Article 16 of the Articles of Incorporation, the Board of Directors shall issue regulations governing the internal organization and arrange the corresponding contractual relationships.

Pursuant to Article 11 of the Board Regulations, the Board of Directors appoints those of its members who shall have the power to represent the Company. Those members shall have the power to sign collectively by two, except the Chairman who shall have the sole signatory power. The Board of Directors has further the authority to determine and confer the power to sign; it shall only confer the collective signature by two. The collective signature by two shall be registered with the Commercial Register.

Powers and duties of the Chairperson and Vice-Chairpersons

Pursuant to Article 3.3 of the Board Regulations, the Chairman has the following powers and duties:

(i) to organize and prepare the agenda for the meetings of the shareholders and of the Board of Directors;

(ii) to convene the meetings of the shareholders and of the Board of Directors;

(iii) to preside over the meetings of the shareholders and of the Board of Directors. In the absence of the Chairman, the meeting of shareholders shall be chaired by the Lead Independent Director or by another daily chairman of the meeting designated by the meeting of shareholders;

(iv) to cast the decisive vote in case of a tie in a meeting of the Board of Directors;

(v) to sign the Company's application for registration in the Commercial Register along with any other member of the Board of Directors, if required;

(vi) to periodically inform the Board of Directors on the main activities of the Strategy and Integration Committee.

It should be noted that – due to his intense involvement with the Company's management – the Chairman of the Board of Directors, Mr. Juan Carlos Torres Carretero, is considered an executive Chairman.

Pursuant to the same Article 3.3 of the Board Regulations, the Honorary Chairman shall be involved, in coordination with the Chairman, in the organization, carrying out and oversight of the activities concerning shareholder engagement, with particular regard to major shareholders of the Company.

One Vice-Chairman or both Vice-Chairmen, together with the Group CEO, shall focus on the Autogrill and Dufry integration matters and advise the Board of Directors on the status and progress of integration matters.

12.1.2. Global Executive Committee

The New Group's "senior managers" – within the meaning set forth in Annex 1 of Regulation (EU) 2019/980 – are identified with the members of the Global Executive Committee.

Pursuant to Article 10.2 of the Board Regulations, the Global Executive Committee conducts the operational management of Dufry under the control of the Chief Executive Officer. The Chief Executive Officer reports the activity of the Global Executive Committee to the Board of Directors on a regular basis.

As of the Date of the Exemption Document, the Global Executive Committee is composed of nine senior managers. The following table sets forth the name, position and year of appointment of the members of the Global Executive Committee.

Name	Position held	Year of appointment
Xavier Rossinyol	Chief Executive Officer (Group CEO)	2022
Yves Gerster	Chief Financial Officer (CFO)	2019
Freda Cheung	President and CEO Asia Pacific (APAC)	2023
Steve Johnson	President and CEO North America (NA)	2023
Luis Marin	President and CEO Europe, Middle East and Africa (EMEA) & Interim President and CEO Latin America (LATAM)	2014

Pascal C. Duclos	Group General Counsel & Chief Legal Officer	2005
Camillo Rossotto	Chief Public Affairs and ESG Officer	2023
Vijay Talwar	Chief Digital & Customer Officer	2023
Katrin Volery	Chief People and Culture Officer	2023

The members of the Global Executive Committee are all domiciled for office at Dufry's registered office.

Family Relationships

To the best of Dufry's knowledge, none of the members of the Global Executive Committee has any family relationship with other members of the Global Executive Committee or members of the Board of Director.

Curriculum vitae

The following is a summary of the *curriculum vitae* and the main activities outside the Company of each of the members of the Global Executive Committee in office as of the Date of the Exemption Document.

Xavier Rossinyol – He served as CEO of gategroup from 2015 to 2021, Chief Operating Officer EMEA & Asia at Dufry from 2012 to 2015, Chief Financial Officer at Dufry from 2004 to 2012 and covered various positions at Areas (member of the French group Elior) with responsibility for finance, controlling and strategic planning from 1989 to 2003. Mr. Rossinyol holds a bachelor's degree in business administration at ESADE (Spain) and MBA at ESADE and the University of British Columbia (Canada and Hong Kong), as well as a master's degree in business law from Universidad Pompeu Fabra (Spain).

Yves Gerster – He was Global Head Group Treasury at Dufry from 2006 to 2019. Prior to his positions at Dufry, Mr. Gerster was Assistant Group Treasurer at Bucher Industries AG from 2003 to 2006 and Assistant Group Treasurer at Danzas Management AG from 1999 to 2003. Mr. Gerster holds a degree in business administration & finance from the University of Basel.

Freda Cheung – She served as Executive Vice President & Country General Manager US/Canada and Senior Vice President Commercial USA/Canada of Dufry from 2020 to 2023 and from 2017 to 2019, respectively. Prior to her positions at Dufry, Ms. Cheung was CEO of Canada World Duty Free from 2010 to 2017 and VP Corporate Services of World Duty Free from 2006 to 2010. Prior to 2006, Ms. Cheung covered various other accounting and finance positions. She is chartered accountant enrolled in the Chartered Professional Accountants of Canada (CPA Canada) and holds a honours bachelor of commerce degree in accounting from the University of British Columbia.

Steve Johnson – He served as President & CEO of HMSHost from 2014 to 2023 and he was Executive Vice President of Business Development of HMSHost from 2000 to 2014. Prior to joining HMSHost, Mr. Johnson served as Managing Director of Airport Management & Development of Westfield Concession Management Inc. from 1998 to 2000 and Group Marketing Director of Westfield Concession Management Inc. from 1996 to 1998. He holds a bachelor of arts degree in communication & marketing from the University of Texas at Arlington.

Luis Marin – He joined Dufry in 2004 serving as Business Controlling Director until 2014, responsible for the M&A division from 2012 to 2014, Appointed Corporate Office from 2014 to 2018 and Chief Global Corporate Officer from 2018 to 2023. Mr. Marin had previously served as Head of Finance and Administration of Spanish subsidiaries of Areas (member of the French group Elior) from 2001 to 2004. He was Financial Controller at Derbi Motocicletas — Nacional Motor S.A. from 1998 to 2001 and prior to that was an Auditor at Coopers & Lybrand from 1995 to 1998. Mr. Marin holds a degree in economic sciences and business administration from Universidad de Barcelona.

Pascal C. Duclos – He is managing partner of Elita Consultoria Estrategica Ltda. Mr. Duclos was a senior foreign attorney at law at the Buenos Aires law firm Beretta Kahale Godoy from 2003 to 2004 and a financial planner at UBS AG in New York from 2001 to 2002. Prior to that, he was an associate at the New York law firm Kreindler & Kreindler from 1999 to 2001 and a senior associate at the Geneva law firm Davidoff & Partners from 1991 to 1997. From 1994 to 1996, he was also academic assistant at the University of Geneva School of Law. Mr. Duclos holds a licence in law (*licence in droit*) from Geneva University School of Law and an LL.M. from Duke University School of Law. He is licensed to practice law in Switzerland and is admitted to the New York Bar.

Camillo Rossotto – He served as Chief Financial Officer & Chief Sustainability Officer of Autogrill from 2018 to 2023 and Chief Financial Officer of Lavazza from 2016 to 2018. Prior to this, Mr. Rossotto had served as Chief Financial Officer of Rai TV from 2012 to 2016 and Chief Financial Officer of CNH (Fiat group) from 2011 to 2012. Before 2011, he had covered different roles in and carried out different functions for several companies including Fiat and Barilla. Mr. Rossotto holds a degree in political science from the University of Turin and an MBA from L. Stern School of Business in New York.

Vijay Talwar – He serves as member of the board of directors of Dunelm group plc. Mr. Talwar served as CEO of Context Logix (DBA WISH) Inc. from February 2022 to September 2022 and President – Digital/CEO EMEA of Footlocker Inc. from 2016 to 2021. Prior to this, Mr. Talwar had served as Senior Vice President and President of Sears Holdings Corporation from 2014 to 2016 and President – International/CFO/CEO of Blue Nile Inc. from 2010 to 2014. He holds an MBA in marketing & strategy from the University of Chicago Booth School of Business and a master of accounting from Miami University.

Katrin Volery – She served as Chief Human Resources Officer of Meraxis (REHAU group) from 2020 to 2022, Head of Human Resources of EurAsia and Global Paper Solenis from 2018 to 2020 and Head of Human Resources of Syngenta from 2016 to 2017. Ms. Volery had also previously served as Chief Human Resources Officer of Tamedia (TX group) from 2015 to 2016 and she had covered various positions and mid/long term assignments as Human Resources Leader from 2000 to 2015. Ms. Volery holds a diploma from the HSO Business School Switzerland in Bern, a diploma from WKS Business Management in Bern and a certificate in strategic leadership by IMD in Lausanne.

The following table indicates the main companies or partnerships (other than New Group companies) in which the members of the Global Executive Committee in office as of the Date of the Exemption Document have been members of the administrative, management or supervisory bodies, or partners, in the last five years, with an indication of the status of the office and/or shareholding held as of the Date of the Exemption Document.

Name and Last Name	Companies in which an office/shareholding is held	Office/shareholding held	Status of the office/shareholding at the Date of the Exemption Document
Xavier Rossinyol	–	–	–
Yves Gerster	–	–	–
Freda Cheung	–	–	–
Steve Johnson	–	–	–
Luis Marin	–	–	–

Pascal C. Duclos	Elita Consultoria Estrategica Ltda	Managing Partner Shareholder (100%)	Current
Camillo Rossotto	Compagnia dei Caraibi	Member of the Board of Directors	Current
	Lavazza Capital S.r.l.	Member of the Board of Directors	Expired
	Nims S.p.A.	Member of the Board of Directors	Expired
	Torino 1895 Investimenti S.r.l.	Sole Director	Expired
	Kicking Horse Coffee Company Ltd.	Member of the Board of Directors	Expired
	Cofincaf S.r.l.	Member of the Board of Directors	Expired
	Tosetti Value SIM S.p.A.	Member of the Board of Directors	Expired
	Chili S.p.A.	Member of the Board of Directors	Expired
	Rai Cinema S.p.A.	Member of the Board of Directors	Expired
	Rai Way S.p.A.	Chairman	Expired
Vijay Talwar	Dunelm group Plc.	Member of the Board of Directors	Current
	Context Logix (WISH)	Chief Executive Officer	Expired
	Footlocker Inc.	Chairman - Digital/Chief Executive Officer EMEA	Expired
Katrin Volery	Meraxis	Chief Human Resources Officer	Expired

Additional information

To the best of Dufry's knowledge, during the five years preceding the Date of the Exemption Document, none of the members of the Global Executive Committee:

(i) has been convicted in connection with fraudulent offences;

(ii) has been associated, acting in one or more of the capacities listed above, with bankruptcies, receiverships, liquidations or companies put into administration;

(iii) has been subject to public incriminations and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or disqualification by a court from acting as a member of the administrative management or supervisory bodies of any issuer or from acting in the management or conduct of the affairs of any issuer.

Powers and Duties of the Global Executive Committee

Pursuant to Article 10.2 of the Board Regulations, the members of the Global Executive Committee shall attend to the day-to-day business of the Company and the New Group under the supervision of the Group CEO.

Pursuant to Article 10.3 of the Board Regulations, each member of the Global Executive Committee informs the Group CEO in the Global Executive Committee meetings about the evolution of the business and the most important events regarding the Company and the New Group. Apart from the meetings, each member of the Global Executive Committee has the duty to report immediately any extraordinary event and any change within the Company and within the New Group to the Group CEO.

The Group CEO shall inform the members of the Global Executive Committee on all relevant new developments, events, policies etc. regarding the Company and the New Group.

Delegation of Powers

Pursuant to Article 3.4 of the Board Regulations, the Board of Directors delegates to the Group CEO all duties that are not reserved to the Board of Directors by law, the Articles of Incorporation or the Board Regulations, including the preparation and implementation of the Board of Directors' resolutions as well as the supervision of particular aspects of the business in the sense of Article 716a Paragraph 2 of the Swiss Code of Obligations and the management of the Company and the New Group in the sense of Art. 716b Swiss Code of Obligations.

The Board of Directors may, upon giving appropriate notice to the corporate body to whom it has delegated any of its powers and duties, re-assume responsibility for such powers and duties. Similarly, the Board of Directors may, upon giving appropriate notice, delegate such powers and duties to any other corporate body or persons as it may from time to time deem appropriate.

Powers and duties of the Group CEO

Pursuant to Article 9 of the Board Regulations, the Group CEO shall be appointed by the Board of Directors and shall have the primary responsibility for the management of the Company and the New Group, except for matters falling within the powers and duties reserved to the Board of Directors.

Pursuant to Article 9.2 of the Board Regulations, the Group CEO shall have all the powers and duties that are not explicitly reserved to the Board of Directors or a Board Committee by applicable law, the Articles of Incorporation or the Board Regulations; the discussion of any matters in one of the Board Committees shall not preclude the Group CEO's ability to bring any such matters directly to the Board of Directors, at his/her discretion, and shall not create any restrictions or delays on the implementation and/or execution of such matters.

In particular, the Group CEO shall have the following powers and duties:

(i) the providing of all information and documents necessary to the Board of Directors;

(ii) the implementation of the resolutions passed by the Board of Directors;

(iii) the organisation, management and control of the day-to-day business of the Company;

(iv) the proposal to the Board of Directors for the approval of transactions to be resolved by the Board of Directors;

(v) the organisation of the Global Executive Committee and the preparation, calling and presiding of the meetings of the Global Executive Committee;

(vi) the presentation to the Nomination Committee of a succession plan for each member of the Global Executive Committee at least once a year.

12.2. Conflicts of interest of members of the Board of Directors and of the Global Executive Committee

With the exception of the matters indicated below, to the best of Dufry's knowledge, as of the Date of the Exemption Document, none of the members of the Board of Directors and of the Global Executive Committee has interests in conflict with its obligations arising from the office or position held in Dufry.

12.2.1. Potential conflicts of interest of members of the Board of Directors

As of the Date of the Exemption Document, certain members of Dufry's Board of Directors bear private interests that may conflict with their obligations arising from the office or position held by them within Dufry and/or with their obligations to third parties as they hold, directly or indirectly, shareholdings or other rights in Dufry's and/or Autogrill's share capital and/or hold positions on the boards of directors of companies that are part of the New Group or its shareholding structure.

In more detail, as of the Date of the Exemption Document:

(i) the Executive Chairman of Dufry, Mr. Juan Carlos Torres Carretero, is also shareholder of Dufry, holding 611,770 Dufry Shares representing 0.5% of Dufry's share capital;

(ii) the Honorary Chairman of Dufry, Mr. Alessandro Benetton, is also:

- shareholder, with a bare ownership interest of 2.38%, Chairman and member of the board of directors of Edizione;
- shareholder (with a 25% interest in the share capital, 16.25% of which as bare ownership and 8.75% as full ownership) and chief executive officer of Ricerca S.p.A., which holds a 20% equity interest in Edizione;

(iii) the Vice-Chairman of Dufry, Mr. Enrico Laghi, is also member of the board of directors and chief executive officer of Edizione;

(iv) the Lead Independent director of Dufry, Ms. Heekyung Jo Min, is also shareholder of Dufry, holding 680 Dufry Shares, representing less than 0.01% of Dufry's share capital;

(v) the independent director of Dufry, Ms. Linda Tyler-Cagni, is also shareholder of Dufry, holding 3,595 Dufry Shares, representing less than 0.01% of Dufry's share capital;

For additional information on the PSU Plan implemented by Dufry please refer to Part B, Section II, Chapter 15, Paragraph 15.2, of the Exemption Document.

12.2.2. Potential conflicts of interests of members of the Global Executive Committee

As of the Date of the Exemption Document, certain members of Dufry's Global Executive Committee bear private interests that may conflict with their obligations arising from the office or position held by them within Dufry as they hold, directly or indirectly, shareholdings or other kinds of rights in Dufry's share capital.

In more detail, as of the Date of the Exemption Document, the members of the Global Executive Committee hold a total of:

- 101,281 Dufry Shares, representing approximately 0.08% of Dufry's share capital and;
- 275,104 PSUs, 199,059 of which have a vesting period expiring on 2025 and 132,403 of which have a vesting period expiring on 2024.

The Group CEO, Mr. Xavier Rossinyol, as of the Date of the Exemption Document, holds:

- 81,750 Dufry Shares representing 0.07% of Dufry's share capital; and
- 45,267 PSU which have a vesting period expiring on year 2024.

For additional information on the PSU Plan implemented by Dufry, please refer to Part B, Section II, Chapter 15, Paragraph 15.2, of the Exemption Document.

12.2.3. Arrangements or understanding pursuant to which the members of the Board of Directors and of the Global Executive Committee were selected

Pursuant to the Combination Agreement, the extraordinary Shareholders' Meeting of Dufry held on 31 August 2022 elected, upon designation by Schema Beta, for a term of office extending until completion of the next annual Shareholders' Meeting:

- Mr. Enrico Laghi and Mr. Alessandro Benetton as members of the Board of Directors; and
- Mr. Enrico Laghi as an additional fourth member of the Remuneration Committee.

The resolutions of the extraordinary Shareholders' Meeting were subject to, and only became effective upon, the completion of the Transfer.

Effective as per the Closing Date, pursuant to the Relationship Agreement, the Board of Directors of Dufry appointed Mr. Enrico Laghi as Vice-Chairman and Mr. Alessandro Benetton as Honorary Chairman.

For the sake of completeness, please consider that Steve Johnson and Camillo Rossotto have been appointed as President and CEO North America and Chief Public Affairs & ESG Officer of Dufry, respectively, in accordance with the provisions of the Relationship Agreement.

12.2.4. Restrictions agreed by the members of the Board of Directors or the Global Executive Committee in connection with the disposal within certain periods of time of their holdings in Dufry's securities

As of the Date of the Exemption Document, to the best of Dufry's knowledge, none of the members of the Board of Directors or the Global Executive Committee has entered into any agreement providing restrictions on the disposal, within certain periods of time, of their holdings in Dufry's securities, if any.

CHAPTER 13 REMUNERATION AND BENEFITS

13.1. Remuneration and benefits for the members of the Board of Directors and the Global Executive Committee

This Paragraph indicates the amount of remuneration paid (including any contingent or deferred compensation), and benefits in kind granted to the members of the Board of Directors and the Global Executive Committee by Dufry and its subsidiaries for services in all capacities to Dufry and its subsidiaries, in relation to the financial year ended 31 December 2022.

13.1.1. Board of Directors

The following table shows the remuneration paid in relation to the financial year ended 31 December 2022 by Dufry to the current members of the Board of Directors.

The aggregate maximum compensation of the Directors – resolved by the Shareholders' meeting of the Offeror on 17 May 2022 of CHF 8.5 million – was increased to a maximum of CHF 8.85 million by the Extraordinary Shareholders' Meeting held on 31 August 2022 in light of the appointment of Enrico Laghi and Alessandro Benetton as Directors.

Name	Position held	Remuneration from Dufry	Social security contributions (1)	Remuneration total amount
Juan Carlos Torres Carretero	Executive Chairman	4,624.1	–	4,624.1
Heekyung Jo Min	Lead Independent Director (2)	492.7	–	492.7
Xavier Bouton	Director (3)	155.9	7.7	163.6
Mary J. Steele Guilfoile	Director	331.2	–	331.2
Luis Maroto Camino	Director	375	–	375
Joaquin Moya-Angeler Cabrera	Director	368.7	18.6	387.3
Ranjan Sen	Director	250	–	250

Linda Tyler Cagni	Director	300	44.5	344.5
Eugenia M. Ulasewicz	Director (4)	337.5	–	337.5
Jorge Born	Director (3)	150.5	9.1	159.6
Julian Diaz Gonzalez	Director (5)	–	–	–
Steven Tadler	Director (3)	125.4	–	125.4
Enrico Laghi	Vice-Chairman (6)	–	–	–
Alessandro Benetton	Honorary Chairman (6)	–	–	–
Total		7,511	79.9	7,590.9

(1) Amount includes mandatory employer social security contributions.

(2) The remuneration includes the fees for her responsibilities as Lead Independent Director, Chairwoman of the Nomination and ESG Committee - which has been separated in two different committees pursuant to the Relationship Agreement - (respectively in 2021 for the oversight of the ESG strategy) and her membership in the Audit Committee.

(3) Director until the annual general Shareholders' Meeting of May 2022.

(4) Director until the annual general Shareholders' Meeting of May 2021.

(5) Director until the annual general Shareholders' Meeting of May 2022. For the financial year 2022 Mr. Diaz Gonzalez (former CEO of the Company) did not receive any compensation as Board member.

(6) The election of the directors occurred on 31 August 2022 and became effective on 3 February 2023.

No director of the Company received any remuneration form the Dufry Group subsidiaries.

It should be noted that the member of the Board of Directors of Dufry benefit from a group-wide D&O insurance policy.

13.1.2. Global Executive Committee

The following table shows the remuneration paid in relation to the financial year ended 31 December 2022 by Dufry to the members of the Global Executive Committee.

Remuneration component in thousands of CHF (gross amounts)	Financial year ended 31 December 2022	
	GEC(1)	CEO(2)
Basic salary	7,412.7	1,416.7
Bonus on specific financial targets(3)	10,330.2	2,833.3
Post-employment benefits(4)	1,759	534.9

Other indirect benefits	255.7	–
Share-based compensation grant value (3 years performance period) (5)	8,785.4	2,784.8
Total compensation awarded	**28,543**	**7,596.7**
Total realized compensation	**19,757.6**	**4,784.9**
Number of performance share units awarded (5)	199,059	76,045

(1) The remuneration of the Global Executive Committee in financial year 2022 includes compensation to the acting CEO as of March 1, the former CEO (Jan 1 to Dec 31) and six other members active from Jan 1 to Dec 31.

(2) In financial year 2022, the acting CEO has the highest compensation of the Global Executive Committee.

(3) In financial year 2022, Turnover and Equity Free Cash Flow. In financial year 2021, Turnover and Cost savings.

(4) Amount includes employer social security contributions and pension contributions.

(5) The disclosed value in the table corresponds to the grant value in the respective year.

No director of the Company received any remuneration from the Dufry Group subsidiaries.

Whenever applicable, members of the Global Executive Committee participate in the benefits plans available to all employees in their country of employment. Benefits consist mainly of retirement, insurance, and healthcare plans that are designed to provide a reasonable level of protection for the employees and their dependents in respect to the risk of retirement, disability, death, and illness.

The members of the Global Executive Committee with a Swiss employment contract participate in Dufry's pension plans offered to all employees in Switzerland. These consist of the basic pension fund, in which base salaries up to an amount of TCHF 213.3 per annum are insured, as well as a supplementary plan in which base salaries in excess of this limit are insured up to the maximum amount permitted by law. Dufry's pension funds exceed the legal requirements of the Swiss Federal Law on Occupational Retirement, Survivors, and Disability Pension Plans (BVG) and are in line with prevalent market practice. Members of the Global Executive Committee under foreign employment contracts are insured commensurately with market conditions and with their position. Each plan varies in line with the local competitive and legal environment and at a minimum, in accordance with the legal requirements of the respective country.

The Company limits further benefits to a minimum. Fringe benefits such as health insurance, company car, schooling or housing allowances have been granted to certain members of the Global Executive Committee. The monetary values of these benefits are included at their fair value in the remuneration table above.

13.2. Amounts set aside or accrued to provide pension, retirement or similar benefits

As of 31 December 2022, for the payment of pensions or similar benefits, considered as a whole, in favour of the members of the Board of Directors and the Global Executive Committee, Dufry has not set aside any amount. In fact, Dufry provides post-employment benefits, among others, to the members of the Board of Directors and Global Executive Committee through arrangements involving third party pension funds, which are not within the scope of the Dufry Group. For this reason, the contributions paid by Dufry do not represent a debt of Dufry to the mentioned persons, as these sums have already been paid into the relevant pension funds, which make the pension payments when due.

CHAPTER 14 BOARD PRACTICES

14.1. Duration of office of members of the Board of Directors

The following table shows for each member of the Board of Directors in office as of the Date of the Exemption Document the position held, the date of first appointment and the date of expiry of the term of office.

Name	Position held	Date of first election	Expiry date
Juan Carlos Torres Carretero	Executive Chairman	4 November 2003	Annual Shareholders' Meeting 2023
Enrico Laghi	Vice-Chairman	31 August 2022 (effective as of the Closing Date)	Annual Shareholders' Meeting 2023
Alessandro Benetton	Honorary Chairman	31 August 2022 (effective as of the Closing Date)	Annual Shareholders' Meeting 2023
Xavier Bouton	Independent Director	17 May 2022	Annual Shareholders' Meeting 2023
Joaquin Moya-Angeler Cabrera	Independent Director	18 May 2021	Annual Shareholders' Meeting 2023
Linda Tyler-Cagni	Independent Director	3 May 2018	Annual Shareholders' Meeting 2023
Luis Maroto Camino	Independent Director	9 May 2019	Annual Shareholders' Meeting 2023
Mary J. Steele Guilfoile	Independent Director	18 May 2020	Annual Shareholders' Meeting 2023
Heekyung Jo Min	Lead Independent Director	28 April 2016	Annual Shareholders' Meeting 2023
Ranjan Sen	Independent Director	6 October 2020	Annual Shareholders' Meeting 2023
Eugenia M. Ulasewicz	Independent Director	18 May 2021	Annual Shareholders' Meeting 2023

14.2. Service contracts entered into by members of the Board of Directors that provide for benefits upon termination of employment

As of the Date of the Exemption Document, there are no service contracts entered into by the members of the Board of Directors with Dufry or with other companies of the New Group that provide for severance indemnities.

14.3. Internal Committees of the Board of Directors

As of the Date of the Exemption Document, the Board of Directors has established the following internal committees: the Audit Committee, the Remuneration Committee, the Nomination Committee, the ESG Committee and the Strategy and Integration Committee (collectively, the "**Board Committees**").

The process of appointment of the members as well as the organization and functioning of the Board Committees, including the relevant powers and duties, are governed by the Board Regulations and, limited to the Remuneration Committee, also by the Articles of Incorporation.

Without prejudice for the specific tasks assigned to each one as described below, the Board Committees are entrusted to assist the Board of Directors in fulfilling its duties and have also decision making powers to the extent described below.

14.3.1. Audit Committee

Composition

Members of the Audit Committee as of the Date of the Exemption Document are: Ms. Mary J. Steele Guilfoile, Ms. Heekyung Jo Min, Mr. Luis Maroto Camino and Mr. Enrico Laghi.

According to Article 4.1 of the Board Regulations, the Audit Committee consists of four non-executive members of the Board of Directors, of which three shall be independent within the meaning of the ISS Guidelines and all shall be independent according to the Swiss Code of Best Practice for Corporate Governance as amended from time to time. At least two members have to be financially literate.

The members of the Audit Committee shall be appointed, as a rule, for the entire duration of their mandate as members of the Board of Directors and shall be re-eligible. The Audit Committee constitutes itself and shall appoint a chair each year at its first meeting after the annual general Shareholders' Meeting.

Powers and duties

The Audit Committee has the following powers and duties:

(a) With respect to the statutory auditors and New Group auditors:

- to review and assess the effectiveness of the statutory auditors and the New Group auditors, in particular their independence from the Company. In connection therewith, it reviews in particular additional assignments given to the auditors;
- to review and assess the scope and plan of the audit, the examination process and the results of the audit and to examine whether the recommendations issued by the auditors have been implemented by management;
- to review the auditors' reports, to discuss their contents with the auditors and with the management;

(b) with respect to internal audit and risk management:

- to review the effectiveness of the internal audit function, its professional qualifications, resources and independence and its cooperation with external audit;
- to approve the annual internal audit concept and the annual internal audit report, including the responses of the management thereto;
- to assess the risk assessment established by the management and the proposed measures to reduce risks;
- to assess the state of compliance with applicable law and regulations within the Company;

(c) with respect to financial statements, to make a proposal to the Board of Directors with respect to the annual and interim statutory and consolidated financial statements; the responsibility for approving the annual financial statements remains with the Board of Directors.

The Audit Committee shall regularly report to the Board of Directors on its proposals, assessments, findings and propose appropriate actions.

14.3.2. Remuneration Committee

Composition

Members of the Remuneration Committee as of the Date of the Exemption Document are: Mr. Luis Maroto Camino, Ms. Eugenia M. Ulasewicz, Mr. Joaquìn Moya-Angeler Cabrera and Mr. Enrico Laghi.

According to Article 5.1 of the Board Regulations, the Remuneration Committee consists of four non-executive members of the Board of Directors, of which three shall be independent within the meaning of the ISS Guidelines.

The members of the Remuneration Committee are elected each year by the annual general Shareholders' Meeting and are re-eligible. The Remuneration Committee constitutes itself and shall appoint a chair each year at its first meeting after the annual general Shareholders' Meeting.

Powers and duties

Pursuant to Article 18 of the Articles of Incorporation, the Remuneration Committee supports the Board of Directors in establishing and reviewing the Company's compensation strategy and in preparing the proposals to the Shareholders' Meeting regarding the compensation of the Board of Directors and of the executive management, and may submit proposals to the Board of Directors in other compensation-related issues. The Board of Directors may delegate further tasks and powers to the Remuneration Committee.

Pursuant to Article 5.2 of the Board Regulations, the Remuneration Committee has the following powers and duties:

- to review and assess on a regular basis the remuneration system of the Company and the New Group (including the management incentive plans) and to make proposal in connection thereto to the Board of Directors;
- to make recommendations regarding the proposals of the Board of Directors for the maximum aggregate amount of compensation of the Board of Directors and of the Global Executive Committee to be submitted to the general Shareholders' Meeting of the Company for approval;
- to make proposals in relation to the remuneration package of the Group CEO and the members of the Board of Directors;
- to make proposals on the grant of options or other securities under any management incentive plan of the Company;
- to review and recommend to the Board of Directors the compensation report.

The Remuneration Committee shall regularly report to the Board of Directors on its proposals, assessments, findings and propose appropriate actions.

14.3.3. Nomination Committee

Composition

Members of the Nomination Committee as of the Date of the Exemption Document are: Ms. Heekyung Jo Min, Mr. Joaquìn Moya-Angeler Cabrera, Ms. Mary J. Steele Guilfoile and Mr. Enrico Laghi.

Pursuant to Article 6.1 of the Board Regulations, the Nomination Committee consists of four members of the Board of Directors, of which three shall be non-executive and independent according to the Swiss Code of Best Practice for Corporate Governance as amended from time to time.

The members of the Nomination Committee shall be appointed, as a rule, for the entire duration of their mandate as members of the Board of Directors and shall be re-eligible. The Nomination Committee constitutes itself and shall appoint a chair each year at its first meeting after the annual general Shareholders' Meeting.

Powers and duties

Pursuant to Article 6.2 of the Board Regulations, the Nomination Committee has the following powers and duties:

- to assure a long-term planning of appropriate appointments to the position of Group CEO and to the Board of Directors;
- to recommend to the Board of Directors the candidates for election as members of the Board of Directors;
- to review the *curriculum vitae*, credentials and experience of the candidates proposed by the Board of Directors to fill vacancies on the Board of Directors or for the position of Group CEO;
- to review the composition, membership qualifications and size of the Board of Directors and Board Committees to ensure appropriate expertise, diversity and independence of the Board of Directors and Board Committees, and make recommendations for any change in the composition and size of the Board of Directors and of the Board Committees;
- to present to the Board of Directors a proposal of succession plan for the position of the Group CEO at least once a year;
- to present to the Board of Directors a proposal of succession plan for the position of Chairman of the Board of Directors; and
- to review the adequacy of the selection system and criteria used for the appointment of the members of the GEC ("n-1 positions");

The Nomination Committee shall regularly report to the Board of Directors on its proposals, assessments, findings and propose appropriate actions.

14.3.4. ESG Committee

Composition

Members of the ESG Committee as of the Date of the Exemption Document are: Ms. Heekyung Jo Min, Ms. Eugenia M. Ulasewicz, Ms. Lynda Tyler-Cagni and Mr. Enrico Laghi.

Pursuant to Article 7.1 of the Board Regulations, the ESG Committee consists of four members of the Board of Directors, of which three shall be non-executive and independent according to the Swiss Code of Best Practice for Corporate Governance as amended from time to time.

The members of the ESG Committee shall be appointed, as a rule, for the entire duration of their mandate as members of the Board of Directors and shall be re-eligible. The ESG Committee constitutes itself and shall appoint a chair each year at its first meeting after the annual general Shareholders' Meeting.

Powers and duties

Pursuant to Article 7.2 of the Board Regulations, the ESG Committee has the following powers and duties:

- to review on a regular basis and oversee the global strategy of the New Group and reputation regarding ESG matters and make recommendations to the Board of Directors on measures to ensure the long-term governance and sustainability of the Dufry Group;
- to monitor and assess current and emerging trends in ESG matters that may affect the business, operations, performance or reputation of the New Group;
- to monitor the performance of the New Group regarding ESG matters based on metrics, systems and procedures, as deemed necessary and appropriate;
- to review the sustainability report intended for publication and make a proposal to the Board of Directors with respect to the approval of such report;
- to oversee the New Group's communication and engagement on ESG matters with employees, shareholders, investors, customers, the media and the general public;
- to monitor and assess the developments in corporate governance-related laws, regulations, standards and best practices, and analyse the external perception of the corporate governance of Dufry and the New Group;
- to advise and make recommendations to the Board of Directors regarding corporate governance-related matters, including any impact on the annual report, the Articles of Incorporation, the Board Regulations, and any other governance-related policies and directives approved by the Board of Directors; and

– to annually conduct and supervise the self-assessment of the Board of Directors and its Board Committees, and the assessment of the CEO and the other members of the Global Executive Committee.

The ESG Committee shall regularly report to the Board of Directors on its proposals, assessments, findings and propose appropriate actions.

14.3.5. Strategy and Integration Committee

Composition

Members of the Strategy and Integration Committee as of the Date of the Exemption Document are: Mr. Juan Carlos Torres Carretero, Mr. Alessandro Benetton, Mr. Enrico Laghi and Mr. Joaquìn Moya-Angeler Cabrera.

Pursuant to Article 8.1 of the Board Regulations, the Strategy and Integration Committee consists of four members of the Board of Directors, including the Chairman, two directors designated by Schema Beta and at least one member who shall be independent within the meaning of the Swiss Code of Best Practice for Corporate Governance.

The members of the Strategy and Integration Committee shall be appointed, as a rule, for the entire duration of their mandate as members of the Board of Directors and shall be re-eligible. The Chairman shall chair the Strategy and Integration Committee and its meetings.

The Group CEO and the Chairman of the New Group's North America business shall be entitled to attend, and shall be invited to, the Strategy and Integration Committee meetings.

Powers and duties

Pursuant to Article 8.2 of the Board Regulations, the Strategy and Integration Committee has the power and duty to propose and advise on the following matters:

(i) the strategic guidelines and any change to the scope of the New Group's business, and other strategic matters;

(ii) the New Group's business plan and its quarterly review;

(iii) extraordinary matters not expressly included in the New Group's business plan or out of the ordinary course of business (e.g., major sales or acquisitions of participations, assets or businesses);

(iv) mergers and demergers involving the Company, increases in the Company's share capital or issuance of financial instruments convertible into shares of the Company;

(v) investments, divestments (including by way of sale or acquisition of participations, assets or businesses) and capital expenditures exceeding Euro 50 million, each per single operation, and minimum annual guarantees exceeding Euro 100 million per single tender;

(vi) integration guidelines and plans between Autogrill and its subsidiaries and the New Group, and review and assessment of the combination process; and

(vii) to the extent that these are not members of the Global Executive Committee, the appointment and removal of:

- the CEO, the CFO and the COO of the New Group's North America business;
- the person(s) in charge of Autogrill's Continental European business;
- members of the board of directors of the New Group's strategic subsidiaries; and
- other strategic managers that, according to the Group CEO, should be brought to attention of the Strategy and Integration Committee.

The Group CEO has the ultimate decision power in relation to the appointment and/or replacement of the above positions. The Chairman shall periodically report to the Board of Directors on the proposals, assessments and findings of the Strategy and Integration Committee, and propose appropriate actions.

14.4. Compliance with corporate governance regulation applicable to Dufry

Dufry's corporate governance system generally complies with the Swiss Code of Obligations and the recommendations set forth in the Swiss Code of Best Practice, and more generally, to the laws and regulations applicable to listed companies in Switzerland. In terms of disclosure, Dufry complies with the Directive on Information relating to Corporate Governance of 20 March 2018 (as subsequently amended and supplemented) of SIX Exchange Regulation (the "**Corporate Governance Directive**"), as Dufry Shares are admitted to trading on SIX Swiss Exchange.

For further information, please refer to the Governance Report contained in the Annual Report 2022 (see in particular pages 258-261, 264-265, 272-274), published on the Offeror's website www.dufry.com - Investors (the "**Annual Report 2022**"), incorporated by reference in this Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129.

14.5. Potential material impacts on corporate governance

Certain provisions of the Relationship Agreement may have a potential material impact on the corporate governance of Dufry; for further information please see Part B, Section I, Chapter 20, of the Exemption Document.

CHAPTER 15 EMPLOYEES

15.1. Employees

The following table shows the total number of employees employed by the Dufry Group as of 31 December 2022, 2021 and 2020, broken down by main categories.

Employees	31 December 2022	31 December 2021	31 December 2020
Executives	210	111	120
Admin & Professional	2,455	2,288	3,302
Sales & Ops Manager	1,562	1,153	1,516
Sales & Ops Staff	21,887	19,303	17,215
Total	26,114	22,855	22,153

The number of employees shown in the table includes both permanent and temporary employees employed by the Dufry Group; as of 31 December 2022 out of 26,114 employees, the Group employed 461 temporary employees (1.8% of total).

The following table shows the evolution of the total number of employees employed by the Dufry Group for the financial years ended 31 December 2022, 2021 and 2020, broken down by geographic area.

Geographic area	31 December 2022	31 December 2021	31 December 2020
Headquarter	152	134	153
EMEA	11,094	10,644	11,787
Asia Pacific	1,755	789	1,547
The Americas	13,113	11,288	8,666
Total	26,114	22,855	22,153

For information on the employees of Autogrill, please refer to Part B, Section II, CHAPTER 4, Paragraph 4.3 of the Exemption Document.

15.2. Share ownership and stock option

As of the Date of the Exemption Document, the members of the Global Executive Committee benefit from the following share-incentive plans.

15.2.1. Performance Share Unit (PSU) Plan

In 2013, Dufry introduced the Performance Share Unit (PSU) plan, namely a long-term share-based incentive plan for the members of the Global Executive Committee and other senior managers. Such plan has been applied by Dufry on an annual basis without interruption, except for the one-period 2020 during which the plan was suspended and no PSUs were granted due to the particular circumstances related to the COVID-19 pandemic.

The purpose of the PSU Plan is to provide the members of the Global Executive Committee (and since 2015 financial year also selected senior managers) with an incentive to make significant and extraordinary contributions to the long-term performance and growth of the Dufry Group, enhancing the value of the Dufry Shares for the benefit of the shareholders. The share-based incentive is also aimed at increasing the ability of the Dufry Group to attract and retain persons of exceptional skills.

The value of the PSU grant is usually defined annually for each member of the Global Executive Committee and senior manager, if any. The number of PSU allocated to each beneficiary takes into account the basic salary as well as the prevailing share price.

A PSU represents a conditional right to receive Dufry Shares, if the vesting conditions are met on the vesting date. Actually, the PSUs vest on the vesting date based on the achievement of the performance targets. From an economic point of view, the PSU are stock options with a zero exercise price, which are expected to have no dilutive effect on existing shareholdings, as the shares are sourced from treasury shares held by Dufry.

The PSU grants are approved by the Remuneration Committee and the Board of Directors.

15.2.1.1. 2021 PSU Grant

For the financial year ended on 31 December 2022, Dufry granted to selected members of the management the award 2021 consisting of 177.670 performance share units (PSU). (the "**2021 PSU Grant**"), having the following specific features.

Beneficiaries

The beneficiaries of the 2021 PSU Grant are the members of the Global Executive Committee, including the CEO, and selected members of the senior management team.

Value of the grant

The value of the 2021 PSU Grant amounts to 99% of the annual basic salary for the CEO and ranges from 62% to 114% of the annual basic salary for the other members of the Global Executive Committee.

Performance targets

The performance targets of the 2021 PSU Grant are the Cumulative Adjusted EPS, with a 50% weighting, and the Cumulative Equity Free Cash Flow with a 50% weighting, measured over a three-year performance period.

Vesting

The vesting date is fixed at June 2024. The PSUs vest on the vesting date based on the achievement of the performance targets. Each PSU may provide between zero shares (less than 50% target achievement) and 2 shares (150% or more target achievement). In case of a voluntary resignation or termination for cause, unvested PSUs forfeit without any compensation. PSUs continue to vest in case of termination of the employment by Dufry without cause, retirement, disability or death and they are subject to immediate vesting in case of a change of control.

15.2.1.2. 2022 PSU Grant

For the financial year ended on 31 December 2022, Dufry granted to selected members of the management the award 2022 consisting of 275,104 performance share units (PSU). (the "**2022 PSU Grant**"), having the following specific features.

Beneficiaries

The beneficiaries of the 2022 PSU Grant are the members of the Global Executive Committee, including the CEO, and senior managers.

Value of the grant

The value of the 2022 PSU Grant amounts to 197% of the annual basic salary for the CEO and ranges from 67% to 119% of the annual basic salary for the other members of the Global Executive Committee.

Performance targets

The performance targets of the 2022 PSU Grant are the Cumulative Adjusted EPS, with a 50% weighting, Relative Total Shareholder Return (TSR) (37) with a 25% weighting and

(37) The Relative TSR is expressed as a percentile ranking in a peer group of 26 selected companies, mainly from the index STOXX Europe 600 travel, leisure and retail industries. The complete list of companies chosen is shown in a table on page 291 of the Annual Report 2022 published by the Company. The measurement of Dufry's relative ranking compared to this group is provided by Obermatt, an independent Swiss financial research firm focused on indexing company performances.

ESG targets [38] with a 25% weighting, measured over a three-year performance period.

Vesting

The vesting date is fixed at June 2025. The PSUs vest on the vesting date based on the achievement of the performance targets. Each PSU may provide between 0 shares (less than 50% target achievement) and 2 shares (150% or more target achievement). In case of a voluntary resignation or termination for cause, unvested PSU forfeit without any compensation. PSUs continue to vest in case of termination of employment by Dufry without cause, retirement, disability or death and they are subject to immediate vesting in case of a change of control.

15.2.2. Shareholdings and stock option

The following members of the Board of Directors and of the Global Executive Committee of Dufry directly or indirectly hold shares and/or PSU of the Company as of 31 December 2022. Members not listed in the tables do not hold any Dufry Shares or options.

Table 1: Members of the Board of Directors

Name	31 December 2022	
	Shares (in thousands)	Shareholding (%)
Juan Carlos Torres Carretero (Executive Chairman) (1)	611.8	0.67%
Linda Tyler-Cagni (Independent Director)	3.595	<0.01%
H. Jo Min, (Lead Independent Director)	0.680	<0.01%

(1) In addition to the above, in the previous reporting year, Juan Carlos Torres Carretero held a sale position of 0.12% through options (114,420 voting rights) as of 31 December 2021.

Table 2: Members of the Global Executive Committee

Name	31 December 2022		
	Shares (in thousands)	Outstanding unvested PSU (in thousands) (1)	Shareholding (%) (2)
Xavier Rossinyol	81.2	76.0	0.17%

(38) The third target measures the Company's activities in ESG and the improvements regarding impact of its operations on ESG matters with KPIs including Reduction of CO2 emissions (E), Employee trainings (S) and Purchase volume under the Supplier Code of Conduct adopted by the Company (G). ESG-related KPIs are quantifiable and material for Dufry's strategy, and targets are set to award exceptional performance significantly beyond the ordinary course of business. KPIs are based on Dufry's materiality assessment including all stakeholders.

Yves Gerster	8.7	32.4	0.05%
Eugenio Andrades (3)	2.0	32.4	0.04%
Luis Marin	10.8	32.4	0.05%
Pascal C. Duclos	–	32.4	0.04%
Andrea Belardini (3)	19.1	32.4	0.06%
Sara Branquinho (3)	0.5	6.0	0.01%

(1) Outstanding unvested Performance Share Units (PSU) at target level.
(2) The shareholding percentages are calculated considering both the Dufry Shares held by each member of the GEC as of 31 December 2022 and the Dufry Shares which may attributed as a result of the exercise of the outstanding unvested PSU held by each member of the GEC, considered at target level, as of 31 December 2022.
(3) Member of the GEC until 7 February 2023.

15.3. Employee participation agreements in Dufry's share capital

As of the Date of the Exemption Document, except as represented in Paragraph 15.2 above with regard to the PSU Plan, there are no agreements concerning the participation of employees in the share capital of Dufry.

CHAPTER 16 MAJOR SHAREHOLDERS

16.1. Shareholders holding interests in Dufry's capital subject to notification requirements

As of the Date of the Exemption Document, the following persons hold at least 3% of Dufry's share capital based on the information provided to Dufry by its significant shareholders in compliance with the FMIA and published on the website of the SIX Exchange Regulation AG (https://www.ser-ag.com/de/resources/notifications-market-participants/significant-shareholders.html#/), as well as other information included in this Exemption Document.

Direct Shareholder	Beneficial holder/controlling entity	Shareholding and voting rights (%) of the direct shareholder	Shareholding and voting rights (%) of the beneficial holder(*)
Schema Beta	Edizione	27.5%	27.5%
AI Louvre (Luxembourg) S.à.r.l.	Advent International Corporation	8.7%	8.7%
Qatar Holding LLC(**)	Qatar Investment Authority	4.6%	4.6%
Taobao China Holding Limited(**)	Alibaba Group Holding Limited	4.0%	4.0%

(*) Pursuant to Article 10, paragraph 2, of Dufry's current articles of incorporation, the following applies: "*Until 30 June 2029, no shareholder may directly or indirectly exercise voting rights in relation to his own shares (or for which she/he has proxies) in excess of 25.1% of the share capital registered with the commercial register. Legal persons, associations or other groups of persons or co-owners related to each other by means of shareholdings, voting rights or the same management, or otherwise related to each other, as well as natural persons or legal entities acting in concert with each other, or in a coordinated manner, shall be deemed to be a unitary entity*" (courtesy English translation).

(**) Excluding any impact from the conversion into shares of conversion rights, as Taobao China Holding Limited and Qatar Holding LLC also hold conversion rights convertible into 1.7% and 0.7%, respectively, of Dufry's issued share capital.

The percentages above are calculated on a share capital of CHF 607,301,680 and 121,460,336 Dufry shares and may therefore deviate from the percentages included in the respective notices that were made in compliance with the FMIA.

The tables below show Dufry's shareholding structure following the completion of the Offer in the event that all the shareholders of Autogrill accept the Offer and assuming (a) that none of the tendering shareholders of Autogrill elect the Share Consideration (Table 1), or (b) that all the tendering shareholders of Autogrill elect the Share Consideration (Table 2).

Table 1: Major shareholdings in the event of a complete success of the Offer and assuming that none of the tendering shareholders of Autogrill elect the Share Consideration (except in relation to one Autogrill Share).

Direct Shareholder	Beneficial holder/controlling entity	Shareholding and voting rights (%) of the direct shareholder	Shareholding and voting rights (%) of the beneficial holder(*)
Schema Beta	Edizione	27.5%	27.5%
AI Louvre (Luxembourg) S.à.r.l.	Advent International Corporation	8.7%	8.7%
Qatar Holding LLC(**)	Qatar Investment Authority	4.6%	4.6%
Taobao China Holding Limited(**)	Alibaba Group Holding Limited	4.0%	4.0%

(*) Pursuant to Article 10, paragraph 2, of Dufry's current articles of incorporation, the following applies: "*Until 30 June 2029, no shareholder may directly or indirectly exercise voting rights in relation to his own shares (or for which she/he has proxies) in excess of 25.1% of the share capital registered with the commercial register. Legal persons, associations or other groups of persons or co-owners related to each other by means of shareholdings, voting rights or the same management, or otherwise related to each other, as well as natural persons or legal entities acting in concert with each other, or in a coordinated manner, shall be deemed to be a unitary entity*" (courtesy English translation).

(**) Excluding any impact from the conversion into shares of conversion rights.

Table 2: Major shareholdings in the event of a complete success of the Offer and assuming that all the tendering shareholders of Autogrill elect the Share Consideration.

Direct Shareholder	Beneficial holder/controlling entity	Shareholding and voting rights (%) of the direct shareholder	Shareholding and voting rights (%) of the beneficial holder(*)
Schema Beta	Edizione	22.0%	22.0%
AI Louvre (Luxembourg) S.à.r.l.	Advent International Corporation	7.0%	7.0%
Qatar Holding LLC(**)	Qatar Investment Authority	3.7%	3.7%
Taobao China Holding Limited(**)	Alibaba Group Holding Limited	3.2%	3.2%

(*) Pursuant to Article 10, paragraph 2, of Dufry's current articles of incorporation, the following applies: "*Until 30 June 2029, no shareholder may directly or indirectly exercise voting rights in relation to his own shares (or for which she/he has proxies) in excess of 25.1% of the share capital registered with the commercial register. Legal persons,* *associations or other groups of persons or co-owners related to each other by means of shareholdings, voting rights or the same management, or otherwise related to each other, as well as natural persons or legal entities acting in concert with each other, or in a coordinated manner, shall be deemed to be a unitary entity*" (courtesy English translation).

(**) Excluding any impact from the conversion into shares of conversion rights.

16.2. Different voting rights held by main shareholders

Pursuant to Article 10 of the Articles of Association of Dufry, each Dufry Share entitles the registered holder to one vote at the ordinary and extraordinary Shareholders' Meetings. However, until 30 June 2029, no shareholder may exercise, directly or indirectly, voting rights with respect to own or represented shares in excess of 25.1% of the share capital registered in the Commercial Register. Legal entities and partnerships or other groups of persons or joint owners who are interrelated to one another through capital ownership, voting rights, uniform management or are other-wise linked as well as individuals or legal entities and partnerships who act in concert or otherwise act in a coordinated manner shall be treated as one single person.

As of the Date of the Exemption Document, Dufry has issued only shares entitling to one vote at the Dufry's ordinary and extraordinary Shareholders' Meetings and no other shares, or other financial instruments, carrying different voting rights have been issued.

16.3. Declaration of the existence of a controlling entity

As of the Date of the Exemption Document - based on the information provided to Dufry by its shareholders in compliance with the FMIA as well as other information included in this Exemption Document - there are no entities or individuals who can individually exercise control over Dufry pursuant to Article 963, Paragraph 2, of the Swiss Code of Obligations.

According to Article 10, Paragraph 2, of the Articles of Incorporation, as amended by Dufry's extraordinary Shareholders' Meeting held on 31 August 2022, no shareholder may exercise, directly or indirectly, voting rights with respect to owned or represented shares in excess of 25.1% of the share capital until 30 June 2029.

16.4. Agreements that may result in a subsequent change in the control structure of the Offeror

As of the Date of the Exemption Document, there are no agreements or other kind of arrangements known to Dufry, the operation of which may result in a change of control of Dufry.

CHAPTER 17 RELATED PARTIES TRANSACTIONS

Preamble

The transactions that the Group engages with related parties (hereinafter, "**Related Party Transactions**"), identified on the basis of the criteria set forth in IAS 24 – Related Party Disclosures, for the years ended December 31, 2022, 2021 and 2020, are primarily of a commercial nature. The Group believes that none of those transactions can be qualified as atypical or unusual, as they fall within the ordinary course of management of the Group's activities. Transactions with related parties are carried out at market conditions and at arm's lenght, taking into account the quality of the goods and services provided.

After December 31, 2022, and up to the Exemption Document Date, the Company and the Group have not entered into any Related Party Transactions which were unusual by their characteristics, or significant in amount, other than those disclosed in this Exemption Document.

17.1. Related parties transactions

A party is related to Dufry if the party directly or indirectly controls, is controlled by, or is under common control with Dufry, has an interest in Dufry that gives it significant influence over Dufry, has joint control over Dufry or is an associate or a joint venture of Dufry. In addition, members of the key management personnel of Dufry or close members of the family are also considered related parties as well as post-employment benefit plans for the benefit of employees of Dufry. Transactions with related parties are conducted at arm's length.

It should be noted that both commercial transactions with these entities were concluded under normal market conditions and in the interest of the Group.

Transactions with other related parties

The following table shows the transactions in Consolidated Statement of Financial Position with other related parties as of December 31, 2022, 2021 and 2020.

Consolidated Statement of Financial Position – 31 December 2022	Account payables
	(in millions of CHF or percentage)
Hudson RPM[(1)]	–
Pension Fund Dufry	0.3
Total other related parties	**0.3**

Consolidated Statement of Financial Position – 31 December 2021	Account payables
	(in millions of CHF or percentage)
Hudson RPM[1]	–
Pension Fund Dufry	0.6
Total other related parties	**0.6**

Consolidated Statement of Financial Position – 31 December 2020	Account payables
	(in millions of CHF or percentage)
Hudson RPM[1]	(1.7)
Nuance Group (Chicago) LLC	0.3
Total other related parties	**(1.4)**

[1] Hudson RPM is no longer a related party

The following table shows the transactions in Consolidated Statement of Profit or Loss with other related parties for the years ended December 31, 2022, 2021 and 2020.

Consolidated Statement of Profit or Loss 31 December 2022	Purchase of Goods	Purchase of Services
	(in millions of CHF or percentage)	
Hudson RPM, literature and publications[1]	–	–
Pension Fund Dufry, post-employment benefits	–	5.1
Total other related parties	**–**	**5.1**

Consolidated Statement of Profit or Loss 31 December 2021	Purchase of Goods	Purchase of Services
	(in millions of CHF or percentage)	
Hudson RPM, literature and publications[1]	–	–
Pension Fund Dufry, post-employment benefits	–	4.5
Total other related parties	**–**	**4.5**

Consolidated Statement of Profit or Loss 31 December 2020	Purchase of Goods from	Purchase of Services from
	(in millions of CHF or percentage)	
Hudson RPM, literature and publications[1]	1.4	0
Pension Fund Dufry, post-employment benefits	0	5.6

Total other related parties	**1.4**	**5.6**

(1) Hudson RPM is no longer a related party

Transactions with associates

The following table shows the transactions in Consolidated Statement of Financial Position with associates as of December 31, 2022, 2021 and 2020.

Consolidated Statement of Financial Position – 31 December 2022	Account Receivables	Account payables
Lojas Francas de Portugal S.A.	1.6	1.6
Nuance Basel LLC (Sochi)	1.1	–
Puerto Libre Int. SA	–	–
Nuance Group (Chicago) LLC	2.5	1.1
NCM Brookstone Stores Georgia, LLC	1.0	0.6
Total associates	**6.2**	**3.3**

Consolidated Statement of Financial Position – 31 December 2021	Account Receivables	Account payables
Lojas Francas de Portugal S.A.	8.1	–
Nuance Basel LLC (Sochi)	9.8	–
Puerto Libre Int. SA	0.2	–
Nuance Group (Chicago) LLC	1.9	0.1
NCM Brookstone Stores Georgia, LLC	0.6	–
Total associates	**20.6**	**0.1**
Consolidated Statement of Financial Position – 31 December 2020	**Account Receivables**	**Account payables**
Lojas Francas de Portugal S.A.	1.4	–
Nuance Basel LLC (Sochi)	9.0	–
Puerto Libre Int. SA	–	–
Nuance Group (Chicago) LLC	0.6	–
NCM Brookstone Stores Georgia, LLC	0.5	–
Total associates	**11.5**	**–**

The following table shows the transactions in Consolidated Statement of Profit or Loss with associates for the years ended December 31, 2022, 2021 and 2020.

Consolidated Statement of Profit or Loss 31 December 2022	Purchase of Service	Sales of Services	Sales of Goods
	(in millions of CHF or percentage)		
Lojas Francas de Portugal S.A.	–	0.5	15.3
Nuance Basel LLC (Sochi)	–	0.5	2.7
Nuance Group (Chicago) LLC	(0.1)	0.3	0.7

Puerto Libre Int. SA	–	0.1	0.8
NCM Brookstone Stores Georgia, LLC	–	–	0.2
Total associates	**(0.1)**	**1.5**	**19.7**

Consolidated Statement of Profit or Loss 31 December 2021	Purchase of Service	Sales of Services	Sales of Goods
	(in millions of CHF or percentage)		
Lojas Francas de Portugal S.A.	–	(0.3)	19.9
Nuance Basel LLC (Sochi)	–	0.3	3.2
Nuance Group (Chicago) LLC	(0.1)	0.2	0.3
Puerto Libre Int. SA	–	0.1	0.5
NCM Brookstone Stores Georgia, LLC	–	–	0.1
Total associates	**(0.1)**	**0.3**	**24.0**

Consolidated Statement of Profit or Loss 31 December 2020	Purchase of Service	Sales of Services	Sales of Goods
	(in millions of CHF or percentage)		
Lojas Francas de Portugal S.A.	(3.4)	1.5	8.9
Nuance Basel LLC (Sochi)	0.2	0.2	1.6
Nuance Group (Chicago) LLC	–	0.1	(0.1)
Puerto Libre Int. SA	–	–	0.4
NCM Brookstone Stores Georgia, LLC	–	–	–
Total associates	**(3.2)**	**1.8**	**10.8**

The above-mentioned transactions refer to commercial relationships. The main operations with Related parties of the Group are described below.

Relationships with Hudson RPM Distributors and Hudson News Nes

Hudson Group (HG), Inc. ("**Hudson**") routinely purchases a significant part of its total supply of books and magazines from Hudson RPM. No formal agreement is in place between the parties but purchase orders are executed from time to time for specific goods to be purchased.

Relationships with Pension Fund Dufry

Dufry provides retirement benefits through a variety of arrangements comprised of stand-alone defined benefit plans, defined contribution plans, or state administered plans that cover a substantial portion of our staff in accordance with local regulations and practices. The most significant plans in terms of the benefits accrued to date are cash balance and final salary plans. As of December 31, 2022, around 97.2% of the total defined benefit obligations and 97.9% of the plan assets correspond to pension funds in Switzerland and the United Kingdom.

Both plans are from an accounting perspective defined benefit plans and kept according to local laws and regulations. However, the Swiss plan is from an economic point of view a defined contribution plan, whereas the plan in the United Kingdom is closed.

There are other minor plans in many countries, which aggregated are not material on Group level.

Relationships with Lojas Francas de Portugal S.A

Various Dufry entities have in the past executed purchase orders with Lojas Francas de Portugal S.A. for purchase and sale of excess inventory. No formal agreement is in place between any such parties.

Relationships with Nuance Basel LLC (Sochi)

Various Dufry entities routinely execute purchase orders with Nuance Basel LLC (Sochi) for purchase and sale of excess inventory. No formal agreement is in place between any such parties.

Relationships with Puerto Libre Int. SA

Various Dufry entities routinely execute purchase orders with Puerto Libre Int. S.A. or purchase and sale of excess inventory. No formal agreement is in place between any such parties.

Relationships with Nuance Group (Chicago) LLC

Hudson routinely various goods from its inventory to Nuance Group (Chicago) LLC. No formal agreement is in place between the parties but purchase orders are executed from time to time for specific goods to be purchased.

Relationships with NCM Brookstone Stores Georgia, LLC

Hudson routinely supplies books and magazines from its inventory to NCM Brookstone Stores Georgia, LLC. No formal agreement is in place between the parties but purchase orders are executed from time to time for specific goods to be purchased.

Key Management Personnel

The Offeror identifies, as key management personnel, the members of the Board of Directors, key executives with strategic responsibilities and the members of the Board of Statutory Auditors of Italian Companies within the Group, as required by International Accounting Standard IAS 24 in relation to additional information.

Since December 31, 2022 and up to the Date of the Exemption Document, the Dufry Group did not set up unusual related parties transactions in terms of characteristics, or significant amounts, other than those recurring and related to the normal course of the business.

CHAPTER 18 FINANCIAL INFORMATION CONCERNING DUFRY'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

Preamble

The information contained in this Chapter has been extracted from:

- the Dufry Group consolidated financial statements for the year ended 31 December 2022 approved by the Board of Directors on 2 March 2023, prepared in accordance with the International Financial Reporting Standards (hereafter "**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and audited by the auditing firm Deloitte AG (hereafter the "**Statutory Auditor**" or "**Deloitte**"), which issued its unqualified report on 2 March 2023 (hereafter the **"Dufry Consolidated Financial Statements 2022**");
- the Dufry Group consolidated financial statements for the year ended 31 December 2021 approved by the Board of Directors on 3 March 2022, prepared in accordance with IFRS, as issued by the IASB and audited by Deloitte, which issued its unqualified report on 3 March 2022 (hereafter the "**Dufry Consolidated Financial Statements 2021**");
- the Dufry Group consolidated financial statements for the year ended 31 December 2020 approved by the Board of Directors on 4 March 2021, prepared in accordance with IFRS, as issued by the IASB and audited by Deloitte, which issued its unqualified report on 8 March 2021 (hereafter the "**Dufry Consolidated Financial Statements 2020**").

Dufry makes use of the incorporation by reference for the Consolidated Financial Statements as of and for the year ended 31 December 2022, 2021 and 2020, in compliance with Art.19, c.1, letter a) of the Regulation EU 1129/2017.

The Exemption Document includes the Pro-forma financial information for the year ended 31 December 2022 (the "**2022 Pro Forma Consolidated Financial Information**") of the Group prepared solely for the inclusion in the Exemption Document. The 2022 Pro Forma Consolidated Financial Information was prepared in order to represent the main effects on the Dufry Group combined consolidated statement of financial position as of 31 December 2022 and on the Dufry Group combined consolidated statement of profit or loss for the financial year ended 31 December 2022 of (i) the acquisition by Dufry of 193,730,675 ordinary shares (hereafter the "**Acquisition**"), representing approximately 50.3% of the issued share capital of Autogrill (hereafter the "**Autogrill Controlling Stake**") by the parent company Dufry AG; and (ii) the Offer launched by Dufry pursuant to and in compliance with the applicable legislation, as if they had taken place on 31 December 2022, on the Dufry Group combined consolidated statement of financial position and as if they had taken place on 1 January 2022 on the Dufry Group combined consolidated statement of profit or loss.

For additional information, see Section I, Chapter 18, Paragraph 18.4.

The Exemption Document does not include the financial and economic data referring to the separate financial statements of the Offeror as it is considered that they do not provide significant additional information compared to those prepared on a consolidated basis.

The financial information reported below must be read in conjunction with Section I, Chapters 7 and 8 of the Exemption Document. It should be noted that the data provided below are expressed in millions of CHF.

18.1. Financial Information related to Dufry as of 31 December 2022, as of 31 December 2021 and as of 31 December 2020

18.1.1. Audited historical financial information and the relevant audit reports

The Audited historical financial information and the relevant audit reports are incorporated in this Exemption Document by reference and, as such, form part of this Exemption Document. They can be obtained free of charge from the Company's website, at the "*Investors*" section, sub-section "*IR Reports, Presentations and Publications*" https://www.dufry.com/en/media/download-center.

To facilitate the identification of the information in the consolidated financial statements, the pages of the main sections which constitute a cross-reference for finding the information are indicated below.

	Consolidated financial statements for the year ended 31 December		
	2022	2021	2020
Consolidated Statement of Financial Position	138	128	128
Consolidated Statement of Profit or Loss	136	126	126
Consolidated statement of comprehensive income	137	127	127
Consolidated statement of changes in equity	139-140	129-130	129-130
Consolidated statement of cash flows	141-142	131-132	131-132
Notes to the consolidated financial statements	143-219	133-211	133-220
Statutory Auditor's report	237-238	212-215	221-224

The tables below show the consolidated statement of financial position, income statement, statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flows, extracted from the Consolidated Financial Statements. Please refer to the publicly available Annual Reports 2020-2022 from Dufry and Autogrill (for the Annual Report 2022 to 2020 of Dufry please refer to the following address https://www.dufry.com/en/annual-reports-archive).

Financial years ended December 31, 2022, 2021 and 2020

Consolidated Statement of Financial Position

The consolidated statement of financial position as of 31 December 2022, 2021, and 2020 in CHF and Euro is shown below:

	As of 31 December		
	2022	2021	2020
	(In millions of CHF)		
ASSETS			
Property, plant and equipment	314.3	329.1	453.3
Right-of-use assets	2,567.8	3,120.8	4,438.7
Intangible assets	1,477.9	1,737.3	2,196.9
Goodwill	2,272.2	2,360.0	2,369.3
Investments in associates	24.4	15.2	7.1
Deferred tax assets	145.4	179.9	145.5
Net defined benefit assets	17.0	55.0	0.0
Other non-current assets	155.7	215.3	257.2
Non-current assets	**6,974.7**	**8,012.6**	**9,868.0**
Inventories	928.4	692.2	659.6
Trade and credit card receivables	62.3	85.3	17.1
Other accounts receivable	467.6	371.8	315.0
Income tax assets	21.9	35.0	35.0
Cash and cash equivalents	854.7	793.5	360.3
Current assets	**2,334.9**	**1,977.8**	**1,387.0**
Total assets	**9,309.6**	**9,990.4**	**11,255.0**
Equity attributable to equity holders of the parent	893.0	956.6	839.3
Non-controlling interests	73.1	77.9	78.7
Total equity	**966.1**	**1,034.5**	**918.0**
Borrowings	3,452.3	3,771.7	3,650.6
Lease obligations	2,010.2	2,558.5	4,022.9
Deferred tax liabilities	221.4	275.4	321.9
Provisions	44.0	30.9	42.5
Employee benefit obligations	12.3	11.5	32.6
Other non-current liabilities	29.3	46.7	43.5
Non-current liabilities	**5,769.5**	**6,694.7**	**8,114.0**
Trade payables	486.4	335.1	154.9
Borrowings	122.7	45.3	53.9
Lease obligations	992.4	1,077.9	1,397.5

Income tax payables	42.1	61.3	34.2
Provisions	89.3	88.4	49.5
Other liabilities	841.1	653.2	533.0
Current liabilities	**2,574.0**	**2,261.2**	**2,223.0**
Total liabilities	**8,343.5**	**8,955.9**	**10,337.0**
Total liabilities and shareholders' equity	**9,309.6**	**9,990.4**	**11,255.0**

	As of 31 December		
	2022	2021	2020
	(In millions of Euro)		
ASSETS			
Property, plant and equipment	317.6	317.3	419.2
Right-of-use assets	2,594.8	3,008.6	4,104.6
Intangible assets	1,493.4	1,674.8	2,031.5
Goodwill	2,296.1	2,275.1	2,191.0
Investments in associates	24.7	14.7	6.6
Deferred tax assets	146.9	173.4	134.5
Net defined benefit assets	17.2	53.0	0.0
Other non-current assets	157.3	207.6	237.8
Non-current assets	**7,048.0**	**7,724.5**	**9,125.2**
Inventories	938.2	667.3	610.0
Trade and credit card receivables	63.0	82.2	15.8
Other accounts receivable	472.5	358.4	291.3
Income tax assets	22.1	33.7	32.4
Cash and cash equivalents	863.7	765.0	333.2
Current assets	**2,359.4**	**1,906.7**	**1,282.6**
Total assets	**9,407.4**	**9,631.2**	**10,407.8**
Equity attributable to equity holders of the parent	902.4	922.2	776.1
Non-controlling interests	73.9	75.1	72.8
Total equity	**976.3**	**997.3**	**848.9**
Borrowings	3,488.6	3,636.1	3,375.8
Lease obligations	2,031.3	2,466.5	3,720.1
Deferred tax liabilities	223.7	265.5	297.7
Provisions	44.5	29.8	39.3
Employee benefit obligations	12.4	11.1	30.1
Other non-current liabilities	29.6	45.0	40.2
Non-current liabilities	**5,830.1**	**6,454.0**	**7,503.2**
Trade payables	491.5	323.1	143.2
Borrowings	124.0	43.7	49.8
Lease obligations	1,002.8	1,039.1	1,292.3
Income tax payables	42.5	59.1	31.6
Provisions	90.2	85.2	45.8
Other liabilities	849.9	629.7	492.9
Current liabilities	**2,601.1**	**2,179.9**	**2,055.7**
Total liabilities	**8,431.2**	**8,633.9**	**9,558.9**

Total liabilities and shareholders' equity	**9,407.4**	**9,631.2**	**10,407.8**

Consolidated income statement

The consolidated income statement for the years ended 31 December 2022, 2021, and 2020 in CHF and Euro is shown below:

IN MILLIONS OF CHF	2022	2021	2020
Net sales	6721.2	3826.8	2477.6
Advertising income	157.2	88.6	83.5
Turnover	**6878.4**	**3915.4**	**2561.1**
Cost of sales	(2684.6)	(1704.4)	(1183.8)
Gross profit	**4193.8**	**2211.0**	**1377.3**
Lease expenses	(1081.9)	176.4	8.0
Personnel expenses	(997.9)	(635.4)	(716.0)
Depreciation and amortization	(1111.5)	(1210.0)	(1648.8)
Impairment net	16.9	(280.5)	(1193.1)
Other expenses	(578.7)	(381.6)	(361.6)
Other income	61.7	53.9	33.4
Operating profit / (loss)	**502.4**	**(66.2)**	**(2500.8)**
Finance expenses	(350.9)	(364.9)	(385.4)
Finance income	68.5	25.9	14.9
Foreign exchange gain / (loss)	(23.2)	(2.6)	0.1
Profit / (loss) before taxes	**196.8**	**(407.8)**	**(2871.2)**
Income tax	(76.2)	42.6	130.7
Net profit / (loss)	**120.6**	**(365.2)**	**(2740.5)**
ATTRIBUTABLE TO			
Non-controlling interests	62.4	20.2	(226.8)

Equity holders of the parent	58.2	(385.4)	(2513.7)
EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT			
Basic earnings per share in CHF	0.63	(4.39)	(43.01)
Diluted earnings per share in CHF	0.62	(4.39)	(43.01)

IN MILLIONS OF Euro	2022	2021	2020
Net sales	6791.8	3689.2	2291.1
Advertising income	158.9	85.4	77.2
Turnover	**6950.7**	**3774.6**	**2368.3**
Cost of sales	(2712.8)	(1643.1)	(1094.7)
Gross profit	**4237.9**	**2131.5**	**1273.6**
Lease expenses	(1093.3)	170.1	7.4
Personnel expenses	(1008.4)	(612.6)	(662.1)
Depreciation and amortization	(1123.2)	(1166.5)	(1524.7)
Impairment net	17.1	(270.4)	(1103.3)
Other expenses	(584.8)	(367.9)	(334.4)
Other income	62.3	52.0	30.9
Operating profit / (loss)	**507.7**	**(63.8)**	**(2312.6)**
Finance expenses	(354.6)	(351.8)	(356.4)
Finance income	69.2	25.0	13.8
Foreign exchange gain / (loss)	(23.4)	(2.5)	0.1
Profit / (loss) before taxes	**198.9**	**(393.1)**	**(2655.1)**
Income tax	(77.0)	41.1	120.9
Net profit / (loss)	**121.9**	**(352.1)**	**(2534.2)**
ATTRIBUTABLE TO	0.0	0.0	0.0

Non-controlling interests	63.1	19.5	(209.7)
Equity holders of the parent	58.8	(371.5)	(2324.5)
EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT			
Basic earnings per share in Euro	0.64	(4.23)	(39.77)
Diluted earnings per share in Euro	0.63	(4.23)	(39.77)

Consolidated statement of comprehensive income

The following is the consolidated statement of comprehensive income for the years ended 31 December 2022, 2021, and 2020 in CHF and Euro.

IN MILLIONS OF CHF	2022	2021	2020
Net profit / (loss)	**120.6**	**(365.2)**	**(2,740.5)**
OTHER COMPREHENSIVE INCOME			
Remeasurements of post-employment benefit plans	(37.6)	77.9	1.0
Income tax	4.1	(11.6)	0.6
Items not being reclassified to net income in subsequent periods, net of tax	**(33.5)**	**66.3**	**1.6**
Exchange differences on translating foreign operations	(91.6)	81.3	(237.1)
Net gain / (loss) on hedge of net investment in foreign operations	(3.6)	(7.9)	24.2
Fair value gain / (loss) on cash flow hedging instruments	–	–	–
Share of other comprehensive income of associates	0.5	0.2	0.2
Income tax on above positions	–	–	–
Items to be reclassified to net income in subsequent periods, net of tax	**(94.7)**	**73.6**	**(212.7)**
Total other comprehensive income, net of tax	**(128.2)**	**139.9**	**(211.1)**

Total comprehensive income, net of tax	**(7.6)**	**(225.3)**	**(2,951.6)**
ATTRIBUTABLE TO			
Non-controlling interests	60.4	19.8	(244.5)
Equity holders of the parent	(68.0)	(245.1)	(2,707.1)

IN MILLIONS OF Euro	2022	2021	2020
Net profit / (loss)	**121.9**	**(352.1)**	**(2,534.2)**
OTHER COMPREHENSIVE INCOME			
Remeasurements of post-employment benefit plans	(38.0)	75.1	0.9
Income tax	4.1	(11.2)	0.6
Items not being reclassified to net income in subsequent periods, net of tax	**(33.9)**	**63.9**	**1.5**
Exchange differences on translating foreign operations	(92.6)	78.4	(219.3)
Net gain / (loss) on hedge of net investment in foreign operations	(3.6)	(7.6)	22.4
Fair value gain / (loss) on cash flow hedging instruments	–	–	–
Share of other comprehensive income of associates	0.5	0.2	0.2
Income tax on above positions	–	–	–
Items to be reclassified to net income in subsequent periods, net of tax	**(95.7)**	**71.0**	**(196.7)**
Total other comprehensive income, net of tax	**(129.5)**	**134.9**	**(195.2)**
Total comprehensive income, net of tax	**(7.7)**	**(217.2)**	**(2,729.4)**
ATTRIBUTABLE TO			
Non-controlling interests	61.0	19.1	(226.1)

Equity holders of the parent	(68.7)	(236.3)	(2,503.3)

Consolidated statement of changes in equity

The following is the statement of changes in consolidated shareholders' equity for the years ended 31 December 2022, 2021 and 2020 in CHF.

IN MILLIONS OF CHF	Share capital	Share premium	Treasury shares	Capital reserve for mandatory convertible notes	Employee benefit	Translation reserves	Retained earnings	NON-CONTROLLING INTERESTS	TOTAL EQUITY
Balance at December 31, 2019	**252.8**	**3,475.5**	**(92.5)**	**–**	**(32.5)**	**(329.9)**	**(628.1)**	**462.7**	**3,108.0**
Net Profit / (loss) of the period	–	–	–	–	–	–	(2,513.7)	(226.8)	(2,740.5)
Other comprehensive income / (loss)	–	–	–	–	1.6	(195.0)	–	(17.7)	(211.1)
Total comprehensive income / (loss) for the period	**–**	**–**	**–**	**–**	**1.6**	**(195.0)**	**(2,513.7)**	**(244.5)**	**(2,951.6)**
TRANSACTIONS WITH OR DISTRIBUTIONS TO SHAREHOLDERS									
Dividends to non-controlling interests	–	–	–	–	–	–	–	(33.5)	(33.5)
Issuance of shares	148.5	809.4	–	–	–	–	–	–	957.9
Related transaction costs	–	(35.0)	–	–	–	–	–	–	(35.0)
Issuance of mandatory convertible notes	–	–	–	69.5	–	–	–	–	69.5
Related transaction costs	–	–	–	(1.1)	–	–	–	–	(1.1)

Sale of treasury shares	–	–	68.8	–	–	–	–	–	68.8
Share-based payments	–	–	22.4	–	–	–	(27.3)	(1.7)	(6.6)
Loss on sale of treasury shares	–	–	–	–	–	–	(55.1)	–	(55.1)
Equity component of convertible bond	–	–	–	–	–	–	28.9	–	28.9
Income tax on equity transactions	–	–	–	–	–	–	(0.2)	(0.1)	(0.3)
Total transactions with or distributions to owners	**148.5**	**774.4**	**91.2**	**68.4**	**–**	**–**	**(53.7)**	**(35.3)**	**993.5**
CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES									
Put option held by non-controlling interests	–	–	–	–	–	–	8.0	24.3	32.3
Other changes in participation of non-controlling interests	–	–	–	–	–	–	(135.7)	(128.5)	(264.2)
Changes in participation of non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**(127.7)**	**(104.2)**	**(231.9)**
Balance at December 31, 2020	**401.3**	**4,249.9**	**(1.3)**	**68.4**	**(30.9)**	**(524.9)**	**(3,323.2)**	**78.7**	**918.0**
Net profit / (loss) of the period	–	–	–	–	–	–	(385.4)	20.2	(365.2)
Other comprehensive income / (loss)	–	–	–	–	66.3	74.0	–	(0.4)	139.9
Total comprehensive income / (loss) for the period	**–**	**–**	**–**	**–**	**66.3**	**74.0**	**(385.4)**	**19.8**	**(225.3)**
TRANSACTIONS WITH OR DISTRIBUTIONS TO SHAREHOLDERS									

Dividends to non-controlling interests	–	–	–	–	–	–	–	(23.0)	(23.0)
Conversion of the CHF 350 million bond	52.7	295.0	–	–	–	–	(26.7)	–	321.0
Related transactions costs	–	(2.7)	–	–	–	–	–	–	(2.7)
Share-based payments	–	–	–	–	–	–	2.0	–	2.0
Equity component of the CHF 500 million convertible bond	–	–	–	–	–	–	54.1	–	54.1
Interest component of the mandatory convertible notes	–	–	–	(8.1)	–	–	–	–	(8.1)
Total transactions with or distributions to owners	**52.7**	**292.3**	**–**	**(8.1)**	**–**	**–**	**29.4**	**(23.0)**	**343.3**
CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES									
Put-option held by non-controlling interests	–	–	–	–	–	–	(3.2)	0.5	(2.7)
Other changes in participation of non-controlling interests	–	–	–	–	–	–	(0.7)	1.9	1.2
Changes in participation of non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**(3.9)**	**2.4**	**(1.5)**
Balance at December 31, 2021	**454.0**	**4,542.2**	**(1.3)**	**60.3**	**35.4**	**(450.9)**	**(3,683.1)**	**77.9**	**1,034.5**
Net profit / (loss) of the period	–	–	–	–			58.2	62.4	120.6
Other comprehensive income / (loss)	–	–	–	–	(33.7)	(92.5)		(2.0)	(128.2)
Total comprehensive income / (loss) for the period	**–**	**–**	**–**	**–**	**(33.7)**	**(92.5)**	**58.2**	**60.4**	**(7.6)**

TRANSACTIONS WITH OR DISTRIBUTIONS TO SHAREHOLDERS									
Dividends to non-controlling interests	–	–	–	–	–	–	–	(74.6)	(74.6)
Purchase of treasury shares	–	–	(21.6)	–	–	–	–	–	(21.6)
Share-based payments	–	–	–	–	–	–	16.4	–	16.4
Total transactions with or distributions to owners	**–**	**–**	**(21.6)**	**–**	**–**	**–**	**16.4**	**(74.6)**	**(79.8)**
CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES									
Put-option held by non-controlling interests	–	–	–	–	–	–	13.4	5.1	18.5
Other changes in participation of non-controlling interests	–	–	–	–	–	–	(3.8)	4.3	0.5
Changes in participation of non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**9.6**	**9.4**	**19.0**
Balance at December 31, 2022	**454.0**	**4,542.2**	**(22.9)**	**60.3**	**1.7**	**(543.4)**	**(3,598.9)**	**73.1**	**966.1**

The following table presents the consolidated statement of equity for the years ended 31 December 2022, 2021 and 2020 expressed in millions of Euro.

For the purposes of translating the original amounts expressed in CHF into Euro, the exchange rates at 31 December 2022, 2021 and 2020, respectively, have been used as this statement mainly refers to items of the Consolidated Statement of Financial Position. Whether the Consolidated Financial Statements were presented in Euro currency, the amounts presented in the following table would have been different as the consolidated translation reserves should have been calculated accordingly to the a different presentation currency.

IN MILLIONS OF Euro	Share capital	Share premium	Treasury shares	Capital reserve for mandatory convertible notes	Employee benefit	Translation reserves	Retained earnings	NON-CONTROLLING INTERESTS	TOTAL EQUITY
Balance at December 31, 2019	**232.9**	**3,202.3**	**(85.2)**	**-**	**(29.9)**	**(304.0)**	**(578.7)**	**426.3**	**2,863.7**
Net Profit / (loss) of the period	-	-	-	-	-	-	(2,324.5)	(209.7)	(2,534.2)
Other comprehensive income / (loss)	-	-	-	-	1.5	(180.3)	-	(16.4)	(195.2)
Total comprehensive income / (loss) for the period	**-**	**-**	**-**	**-**	**1.5**	**(180.3)**	**(2,324.5)**	**(226.1)**	**(2,729.4)**
TRANSACTIONS WITH OR DISTRIBUTIONS TO SHAREHOLDERS	-	-	-	-	-	-	-	-	-
Dividends to non-controlling interests	-	-	-	-	-	-	-	(31.0)	(31.0)
Issuance of shares	137.3	748.5	-	-	-	-	-	-	885.8
Related transaction costs	-	(32.4)	-	-	-	-	-	-	(32.4)
Issuance of mandatory convertible notes	-	-	-	64.3	-	-	-	-	64.3
Related transaction costs	-	-	-	(1.0)	-	-	-	-	(1.0)
Sale of treasury shares	-	-	63.6	-	-	-	-	-	63.6

Share-based payments	–	–	20.7	–	–	–	(25.2)	(1.6)	(6.1)
Loss on sale of treasury shares	–	–	–	–	–	–	(51.0)	–	(51.0)
Equity component of convertible bond	–	–	–	–	–	–	26.7	–	26.7
Income tax on equity transactions	–	–	–	–	–	–	(0.2)	(0.1)	(0.3)
Total transactions with or distributions to owners	**137.3**	**716.1**	**84.3**	**63.3**	**–**	**–**	**(49.7)**	**(32.6)**	**918.7**
CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES	–	–	–	–	–	–	–	–	–
Put option held by non-controlling interests	–	–	–	–	–	–	7.4	22.5	29.9
Other changes in participation of non-controlling interests	–	–	–	–	–	–	(125.5)	(118.8)	(244.3)
Changes in participation of non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**(118.1)**	**(96.4)**	**(214.4)**
Balance at December 31, 2020	**371.1**	**3,930.0**	**(1.2)**	**63.3**	**(28.6)**	**(485.4)**	**(3,073.1)**	**72.8**	**848.9**
Net profit / (loss) of the period	–	–	–	–	–	–	(371.5)	19.5	(352.1)
Other comprehensive income / (loss)	–	–	–	–	63.9	71.3	–	(0.4)	134.9
Total comprehensive income / (loss) for the period	**–**	**–**	**–**	**–**	**63.9**	**71.3**	**(371.5)**	**19.1**	**(217.2)**
TRANSACTIONS WITH OR DISTRIBUTIONS TO SHAREHOLDERS	–	–	–	–	–	–	–	–	–
Dividends to non-controlling interests	–	–	–	–	–	–	–	(22.2)	(22.2)

Conversion of the CHF 350 million bond	50.8	284.4	–	–	–	–	(25.7)	–	309.5
Related transactions costs	–	(2.6)	–	–	–	–	–	–	(2.6)
Share-based payments	–	–	–	–	–	–	1.9	–	1.9
Equity component of the CHF 500 million convertible bond	–	–	–	–	–	–	52.2	–	52.2
Interest component of the mandatory convertible notes	–	–	–	(7.8)	–	–	–	–	(7.8)
Total transactions with or distributions to owners	**50.8**	**281.8**	**–**	**(7.8)**	**–**	**–**	**28.3**	**(22.2)**	**331.0**
CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES	–	–	–	–	–	–	–	–	–
Put-option held by non-controlling interests	–	–	–	–	–	–	(3.1)	0.5	(2.6)
Other changes in participation of non-controlling interests	–	–	–	–	–	–	(0.7)	1.8	1.2
Changes in participation of non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**(3.8)**	**2.3**	**(1.4)**
Balance at December 31, 2021	**437.7**	**4,378.9**	**(1.3)**	**58.1**	**34.1**	**(434.7)**	**(3,550.7)**	**75.1**	**997.3**
Net profit / (loss) of the period	–	–	–	–	–	–	58.8	63.1	121.9
Other comprehensive income / (loss)	–	–	–	–	(34.1)	(93.5)	–	(2.0)	(129.5)
Total comprehensive income / (loss) for the period	**–**	**–**	**–**	**–**	**(34.1)**	**(93.5)**	**58.8**	**61.0**	**(7.7)**
TRANSACTIONS WITH OR DISTRIBUTIONS TO SHAREHOLDERS	–	–	–	–	–	–	–	–	–

Dividends to non-controlling interests	–	–	–	–	–	–	–	(75.4)	(75.4)
Purchase of treasury shares	–	–	(21.8)	–	–	–	–	–	(21.8)
Share-based payments	–	–	–	–	–	–	16.6	–	16.6
Total transactions with or distributions to owners	**–**	**–**	**(21.8)**	**–**	**–**	**–**	**16.6**	**(75.4)**	**(80.6)**
CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES	–	–	–	–	–	–	–	–	–
Put-option held by non-controlling interests	–	–	–	–	–	–	13.5	5.2	18.7
Other changes in participation of non-controlling interests	–	–	–	–	–	–	(3.8)	4.3	0.5
Changes in participation of non-controlling interests	**–**	**–**	**–**	**–**	**–**	**–**	**9.7**	**9.5**	**19.2**
Balance at December 31, 2022	**458.8**	**4,589.9**	**(23.1)**	**60.9**	**1.7**	**(549.1)**	**(3,636.7)**	**73.9**	**976.3**

Consolidated Statement of Cash Flows

The consolidated statement of cash flows for the years ended 31 December 2022, 2021, and 2020 in CHF and Euro are shown below.

In millions of CHF	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit / (loss) before taxes	196.8	(407.8)	(2,871.2)
ADJUSTMENTS FOR:			
Depreciation and amortization	1,111.5	1,210.0	1,648.8
Impairment net	(16.9)	280.5	1,193.1
Increase / (decrease) in allowances and provisions	64.7	48.3	32.2
Other non-cash items	8.7	(3.3)	(2.4)
Relief of lease obligations	(80.2)	(847.1)	(380.3)
Loss / (gain) on sale of non-current assets	(0.6)	0.2	5.2
Loss / (gain) on foreign exchange differences	23.2	2.6	–
Finance expense	350.9	364.9	385.4
Finance income	(68.5)	(25.9)	(14.9)
Cash flow before working capital changes	**1,589.6**	**622.4**	**(4.1)**
Decrease / (increase) in trade and other accounts receivable	(28.7)	(137.5)	75.8
Decrease / (increase) in inventories	(288.2)	(26.5)	296.3
Increase / (decrease) in trade and other accounts payable	312.3	239.6	(686.0)
Dividends received from associates	2.7	–	–
Cash generated from operations	**1,587.7**	**698.0**	**(318.0)**

Income tax paid	(76.1)	(19.8)	(27.3)
Net cash flows from operating activities	**1,511.6**	**678.2**	**(345.3)**
CASH FLOW USED IN INVESTING ACTIVITIES			
Purchase of property, plant and equipment	(97.4)	(74.3)	(101.1)
Purchase of intangible assets	(15.9)	(16.9)	(17.9)
Purchase of financial assets	(0.1)	(0.1)	(0.4)
Purchase of interest in associates	–	(4.9)	(0.4)
Proceeds from lease income	4.0	3.1	3.9
Repayment of loans receivable granted	4.1	4.7	1.5
Proceeds from sale of property, plant and equipment	3.2	3.1	12.5
Proceeds from sale of financial assets	2.6	1.5	4.9
Other investing activities	–	–	(1.1)
Interest received	30.8	11.0	23.2
Business combinations, net of cash	1.1	–	–
Proceeds from sale of interests in subsidiaries	0.2	–	–
Net cash flows used in investing activities	**(67.4)**	**(72.8)**	**(74.9)**
CASH FLOW FROM FINANCING ACTIVITIES			
Transaction costs for financial instruments	(16.8)	(56.1)	(13.4)
Transaction costs for equity instruments	–	(2.6)	(36.1)
Proceeds from/(repayment) of 3rd party loans	(1.8)	8.1	(1.0)
Proceeds from issue of notes	–	1,599.3	350.0
Proceeds from borrowings	–	642.9	557.2

Repayment of derivatives interests	(14.2)	–	–
Repayment of borrowings	(152.2)	(1,689.0)	(756.5)
Issuance of shares	–	–	957.9
Dividends paid to non-controlling interests	(68.3)	(21.1)	(33.3)
Proceeds from mandatory convertible notes	(21.6)	–	69.5
Proceeds from sale of treasury shares	–	–	13.7
Acquisition of non-controlling interests in Hudson Ltd	–	–	(275.4)
Contributions (paid to)/from non-controlling interests	3.3	1.6	(1.0)
Lease payments	(907.8)	(478.4)	(405.7)
Interest paid	(164.9)	(140.9)	(168.8)
Net cash flows used in financing activities	**(1,344.3)**	**(136.2)**	**257.0**
Currency translation on cash	(38.7)	(36.0)	(30.0)
Increase/Decrease in cash and cash equivalents	**61.2**	**433.2**	**(193.2)**
CASH AND CASH EQUIVALENTS AT THE			
– beginning of the period	793.5	360.3	553.5
– end of the period	854.7	793.5	360.3

In millions of Euro	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit/(loss) before taxes	195.8	(377.2)	(2,682.6)
ADJUSTMENTS FOR:			
Depreciation and amortization	1,106.1	1,119.2	1,540.5

Impairment net	(16.8)	259.5	1,114.7
Increase / (decrease) in allowances and provisions	64.4	44.7	30.1
Other non-cash items	8.7	(3.1)	(2.2)
Relief of lease obligations	(79.8)	(783.6)	(355.3)
Loss / (gain) on sale of non-current assets	(0.6)	0.2	4.9
Loss / (gain) on foreign exchange differences	23.1	2.4	-
Finance expense	349.2	337.5	360.1
Finance income	(68.2)	(24.0)	(13.9)
Cash flow before working capital changes	**1,581.8**	**575.7**	**(3.8)**
Decrease / (increase) in trade and other accounts receivable	(28.6)	(127.2)	70.8
Decrease / (increase) in inventories	(286.8)	(24.5)	276.8
Increase / (decrease) in trade and other accounts payable	310.8	221.6	(640.9)
Cash generated from operations	1,580.0	645.6	(297.1)
Income tax paid	**(75.7)**	**(18.3)**	**(25.5)**
Net cash flows from operating activities	1,504.2	627.3	(322.6)
CASH FLOW USED IN INVESTING ACTIVITIES			
Purchase of property, plant and equipment	(96.9)	(68.7)	(94.5)
Purchase of intangible assets	(15.8)	(15.6)	(16.7)
Purchase of financial assets	(0.1)	(0.1)	(0.4)
Purchase of interest in associates	-	(4.5)	(0.4)
Proceeds from lease income	4.0	2.9	3.6
Repayment of loans receivable granted	4.1	4.3	1.4
Proceeds from sale of property, plant and equipment	3.2	2.9	11.7
Proceeds from sale of financial assets	2.6	1.4	4.6
Other investing activities	-	-	(1.0)

Interest received	30.6	10.2	21.7
Net cash flows used in investing activities	(67.1)	(67.3)	(70.0)
CASH FLOW FROM FINANCING ACTIVITIES			
Transaction costs for financial instruments	(16.7)	(51.9)	(12.5)
Transaction costs for equity instruments	**–**	**(2.4)**	**(33.7)**
Proceeds from/(repayment) of 3rd party loans	(1.8)	7.5	(0.9)
Proceeds from issue of notes	–	1,479.3	327.0
Proceeds from borrowings	–	594.7	520.6
Repayment of borrowings	(151.5)	(1,562.3)	(706.8)
Issuance of shares	–	–	895.0
Dividends paid to non-controlling interests	(68.0)	(19.5)	(31.1)
Proceeds from mandatory convertible notes	(21.5)	–	64.9
Proceeds from sale of treasury shares	–	–	12.8
Acquisition of non-controlling interests in Hudson Ltd	–	–	(257.3)
Contributions (paid to)/from non-controlling interests	3.3	1.5	(0.9)
Lease payments	(903.4)	(442.5)	(379.1)
Interest paid	(164.1)	(130.3)	(157.7)
Net cash flows used in financing activities	(1,337.7)	(126.0)	240.1
Currency translation on cash	(38.5)	(33.3)	(28.0)
Increase/Decrease in cash and cash equivalents	60.9	400.7	(180.5)
CASH AND CASH EQUIVALENTS AT THE			
– beginning of the period	**789.6**	**333.3**	**517.1**
– end of the period	850.5	734.0	336.6

18.1.2. Amendment of the accounting reference date

The Offeror has not changed its accounting reference date during the periods to which the financial information included in the Exemption Document refers.

18.1.3. Accounting standards

The consolidated financial statements for the years ended December 31, 2022, 2021 and 2020 have been prepared in accordance with IFRS issued by the IASB.

18.1.4. Change in the accounting standards framework

The Group has used the same accounting standards, namely IFRS, for all financial years to which the financial information included in the Exemption Document refers.

18.1.5. Completion of financial information with the balance sheet, income statement, a statement of changes in equity, the cash flow statement, and accounting practices, where missing.

Not applicable.

18.1.6. Consolidated financial statements

The Exemption Document does not include the financial and economic data referring to the separate financial statements of the Offeror as it is considered that they do not provide significant additional information compared to those prepared on a consolidated basis.

18.1.7. Date of financial report

The balance sheet date of the last period for which the financial information was audited was 31 December 2022.

18.2. Interim and other financial information

18.2.1. Financial information published since the date of the last audited financial statements

There has been no financial information published since the date of the last audited consolidated financial statements, which was for the year ended 31 December 2022.

18.3. Review of annual financial information for past years

18.3.1. Audit report

The 2022 Consolidated Financial Statements, prepared in accordance with IFRS, as issued by the IASB and approved by the Offeror’s Board of Directors on 2 March 2023, were subject to audit by the Statutory Auditors, who issued their unqualified report on 2 March 2023.

Deloitte.

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To the General Meeting of
Dufry AG, Basel

Basel, March 2, 2023

Statutory Report on the Audit of the Consolidated Financial Statements

Opinion
We have audited the consolidated financial statements of Dufry AG (the Company) and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at December 31, 2022, and the consolidated statement of profit or loss, the consolidated statement of other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements (pages 136 to 219) give a true and fair view of the consolidated financial position of the Group as at December 31, 2022, and of its consolidated financial performance, and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and comply with Swiss law.

Basis for Opinion
We conducted our audit in accordance with Swiss law, the International Standards on Auditing (ISA) and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession, as well as those of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment Risk of Goodwill
Key Audit Matter
The Group's balance sheet includes goodwill of CHF 2,272.2 million (2021: 2,360.0 million). As at December 31, 2022, management concluded that the estimated recoverable amount of goodwill of each of the Group's segments exceeded their carrying amounts.

The accounting policies regarding goodwill applied by the Group are explained in the Notes to the consolidated financial statements in sections 2.3a and 2.3q. As detailed in Note 3, 10, 18 and 19 to the consolidated financial statements, the level at which goodwill is monitored and tested annually for impairment is the Group's segments.

The Group focuses on the regional performance of its operations. Key metrics used by management in assessing performance are measured at the operating segment.

The impairment assessment for goodwill is dependent on the assumptions of cash flow projections used in the impairment tests. Key assumptions are projected sales growth rates and the weighted average cost of capital applied.

Consequently, we defined management's assumptions made in relation to goodwill to be a key audit matter; especially because of the high level of judgment and complexity of the estimations, combined with the significance of the above amounts to the financial statements as a whole.

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How the scope of our audit responded to the key audit matter
We obtained an understanding of the controls in relation to the review of management's judgment in allocating goodwill to the operating segments, the review of significant assumptions used in the impairment test and the review of the impairment models.

We included valuation specialists in our team to assess the appropriateness of the mathematical integrity and valuation methodology used in the impairment tests.

We evaluated the projected sales growth rates used in the cash flow projections during the forecast period and the terminal growth rate assumptions. In addition, we performed lookback analyses to assess historical revenue and expenses against the Group's assumptions.

We independently determined the weighted average costs of capital (WACC) and compared them against management's assumptions.

We evaluated the Group's sensitivity analysis by performing an independent analysis using management's models. We assessed the adequacy of impairment related disclosures in the consolidated financial statements, including the key assumptions used and the completeness and accuracy of sensitivities disclosed.

Based on the procedures performed above, we obtained sufficient audit evidence to address the impairment risk of goodwill.

Valuation of concession right intangibles and right-of-use assets
Key Audit Matter
The Group's balance sheet includes concession right intangibles in the amount of CHF 1,170.4 million (2021: CHF 1,421.6 million) and right-of-use assets with definite useful lives in the amount of CHF 2,567.8 million (2021: CHF 3,120.8 million). As at December 31, 2022, management recorded an impairment charge of CHF 47.9 million for concession right intangibles and right-of-use assets and a reversal of impairment of CHF 66.0 from concession right intangibles and right-of-use assets (2021: CHF 365.6 million and CHF 172.7 million, respectively).

The accounting policies regarding concession right intangibles and right-of-use assets applied by the Group are explained in the notes to the consolidated financial statements in sections 2.3m, 2.3o and 2.3q. As detailed in Note 3, 10, 17, 18, and 19 to the consolidated financial statements, the Group assesses at each reporting date whether there are indicators of impairment. When such indicators are identified, the carrying value of the respective cash generating unit, to which the respective concession right intangibles and right-of-use assets belong to, are tested for impairment.

The impairment assessment is dependent on the assumptions of cash flow projections used in the impairment tests. Key assumptions are projected sales growth rates for the forecast period and the weighted average cost of capital applied.

Consequently, we defined management's assumptions made in relation to concession right intangibles and right-of-use assets to be a key audit matter; especially because of the high level of judgment and complexity of the estimations, combined with the significance of the above amounts to the financial statements as a whole.

How the scope of our audit responded to the key audit matter
We obtained an understanding of the controls around the review of management's judgment in the identification of impairment indicators, the review of key assumptions used in the impairment test and the review of the impairment models.

We independently evaluated whether there are any impairment indicators for concession right intangibles and right-of-use assets. For those cash generating units for which there were impairment indicators identified, we performed procedures to assess the appropriateness of the mathematical integrity and valuation methodology used in the impairment tests, with the support of our valuation specialists.

We performed analyses over the projected sales growth rates used in the cash flow projections during the forecast period. In addition, we performed lookback analyses to assess historical revenue and expenses against the Group's assumptions. In addition, we tested on a sample basis the variable and fixed lease payments against contractual agreements.

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We independently determined the weighted average costs of capital (WACC) and compared them against management's assumptions.

We evaluated the Group's sensitivity analysis by performing an independent analysis. We assessed the adequacy of impairment related disclosures in the consolidated financial statement.

Based on the procedures performed above, we obtained sufficient audit evidence to address the risk of valuation of concession right intangibles and right-of-use assets.

Completeness of Lease Contracts and Accounting Treatment
Key Audit Matter
The Group's balance sheet includes right-of-use assets of CHF 2,567.8 million (2021: 3,120.8 million) and lease obligation of CHF 3,002.6 million (current and non-current) (2021: CHF 3,636.4 million).

The accounting policies regarding right-of-use assets and lease obligations applied by the Group are explained in the notes to the consolidated financial statements in sections 2.3f, 2.3m, 2.3v and 2.4. As detailed in Note 8, 17, and 29 to the consolidated financial statements, the Group disclosed the key assumptions for lease accounting.

Given the complexity around assessing the accounting treatment and the completeness of lease contracts recognized based on contractual information, and complexity around the application of the COVID-19 related rent concession practical expedient, this matter was considered a key audit matter.

How the scope of our audit responded to the key audit matter
We obtained an understanding of the Group's process for identifying changes to contractual information of the lease contracts and its corresponding Group's accounting policy and obtained an understanding around the key controls to assess completeness and appropriateness of the accounting treatment.

We tested a sample of additions or changes to lease contracts and analysed whether these represented lease modifications or should be accounted for as separate leases. We evaluated the Group's analysis of the application of the COVID-19 related rent concession practical expedient by selecting a sample of the underlying contract amendments and testing the Group's assessment. We performed inquiries with management on the completeness of lease contracts and considered external available information on changes in concession agreements. Further, we assessed the completeness of the lease liability by selecting a sample of lease expenses to ensure appropriate classification of the variable lease contracts.

We assessed the adequacy of the related disclosures in the corresponding Notes to the consolidated financial statements.

Based on the procedures performed above, we obtained sufficient audit evidence to address the risk of completeness of lease contracts and accounting treatment.

Other Information
The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the renumeration report and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Board of Directors' Responsibilities for the Consolidated Financial Statements
The Board of Directors is responsible for the preparation of the consolidated financial statements, which give a true and fair view in accordance with IFRS and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Swiss law, ISA and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located on EXPERTsuisse's website at: https://www.expertsuisse.ch/en/audit-report-for-ordinary-audits. This description forms an integral part of our report.

Report on Other Legal and Regulatory Requirements
In accordance with article 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

Deloitte AG

Andreas Bodenmann
Licensed audit expert
(Auditor in charge)

Fabian Hell
Licensed audit expert

The 2021 Consolidated Financial Statements, prepared in accordance with IFRS, as issued by the IASB and approved by the Offeror's Board of Directors on 3 March 2022, were subject to audit by the Statutory Auditors, who issued their unqualified report on 3 March 2022.

Deloitte.

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To the General Meeting of
Dufry AG, Basel

Basel, March 3, 2022

Statutory Report on the Audit of the Consolidated Financial Statements

Opinion
We have audited the consolidated financial statements of Dufry AG and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at December 31, 2021 and the consolidated statement of profit or loss, consolidated statement of other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements (pages 125 to 211) give a true and fair view of the consolidated financial position of the Group as at December 31, 2021, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and comply with Swiss law.

Basis for Opinion
We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISAs) and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, as well as the International Code of Ethics for Professional Accountants (including International Independence Standards) of the International Ethics Standards Board for Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters
Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment Risk of Goodwill
Key Audit Matter
The Group's balance sheet includes goodwill of CHF 2,360.0 million (2020: 2,369.3 million). As at December 31, 2021 management concluded that the estimated recoverable amount of goodwill of each of the Group's segments exceeded their carrying amounts with the exception of one country specific disposal that resulted in an impairment charge of CHF 21.6 million (2020: CHF 131.1 million).

The accounting policies regarding goodwill applied by the Group are explained in the Notes to the consolidated financial statements in sections 2.4a and 2.4q. As detailed in Note 3, 10, 18 and 19 to the consolidated financial statements, the level at which goodwill is monitored and tested annually for impairment is the group's segments.

The Group focuses on the regional performance of its operations. Key metrics used by management in assessing performance are measured at the operating segment.

The impairment assessment for goodwill is dependent on the assumptions of cash flow projections used in the impairment tests. Key assumptions are projected sales growth rates and the weighted average cost of capital applied.

Given the high level of judgment and complexity of the estimations, combined with the significance of the above amounts to the financial statements as a whole, we assessed management's assumptions made in relation to goodwill to be a key audit matter.

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How the scope of our audit responded to the key audit matter
We obtained an understanding of the controls around the review of management's judgment in allocating goodwill to the operating segments, the review of significant assumptions used in the impairment test and the review of the impairment models.

We included valuation specialists in our team to assess the appropriateness of the mathematical integrity and valuation methodology used in the impairment tests.

We evaluated the projected sales growth rates used in the cash flow projections during the forecast period and the terminal growth rate assumptions. In addition, we performed lookback analyses to assess historical revenue and expenses against the Group's assumptions.

We independently determined the weighted average cost of capital (WACC) and compared them against management's assumptions.

We challenged the Group's sensitivity analysis by performing an independent analysis using management's models. We assessed the adequacy of impairment related disclosures in the consolidated financial statements, including the key assumptions used and the completeness and accuracy of sensitivities disclosed.

Valuation of concession right intangibles and right-of-use assets
Key Audit Matter
The Group's balance sheet includes concession right intangibles in the amount of CHF 1,421.6 million (2020: CHF 1,854.7 million) and right-of-use assets with definite useful lives in the amount of CHF 3,120.8 million (2020: CHF 4,438.7 million). As at December 31, 2021 management recorded an impairment charge of CHF 237.0 million for concession right intangibles and a net gain from impairment of CHF 44.1 from Right-of-Use assets (2020: CHF 564.8 million and CHF 443.1 million, respectively).

The accounting policies regarding concession right intangibles and right-of-use assets applied by the Group are explained in the notes to the consolidated financial statements in sections 2.4m and 2.4o. As detailed in Note 3, 17, 18, and 19 to the consolidated financial statements, the Group assesses at each reporting date whether there are indicators of impairment. When such indicators are identified, the carrying value of the respective cash generating unit, to which the respective concession right intangibles and right-of-use assets belong to, are tested for impairment.

The impairment assessment is dependent on the assumptions of cash flow projections used in the impairment tests. Key assumptions are projected sales growth rates for the forecast period and the weighted average cost of capital applied.

Given the high level of judgment and complexity of the estimations, combined with the significance of the above amounts to the financial statements as a whole, we assessed management's estimates made in relation to concession right intangibles and right-of-use assets to be a key audit matter.

How the scope of our audit responded to the key audit matter
We obtained an understanding of the controls around the review of management's judgment in the identification of impairment indicators, the review of key assumptions used in the impairment test and the review of the impairment models.

We independently evaluated whether there are any impairment indicators for concession right intangibles and right-of-use assets. For those cash generating units for which there were impairment indicators identified, we performed procedures to assess the appropriateness of the mathematical integrity and valuation methodology used in the impairment tests, with the support of our valuation specialists.

We performed analyses over the projected sales growth rates used in the cash flow projections during the forecast period. In addition, we performed lookback analyses to assess historical revenue and expenses against the Group's assumptions. In addition, we tested on a sample basis the variable and fixed lease payments against contractual agreements.

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We independently determined the weighted average cost of capital (WACC) and compared them against management's assumptions.

We assessed the adequacy of impairment related disclosures in the consolidated financial statement.

Completeness of Lease Contracts and Accounting Treatment
Key Audit Matter
The Group's balance sheet includes right-of-use assets of CHF 3,120.8 million (2020: 4,438.7 million) and lease obligation of CHF 3,636.4 million (current and non-current) (2020: CHF 5,420.4 million).

The accounting policies regarding right-of-use assets and lease obligations applied by the Group are explained in the notes to the consolidated financial statements in sections 2.4f, 2.4m, 2.4n and 2.4v. As detailed in Note 8 and 29 to the consolidated financial statements, the Group disclosed the key assumptions for lease accounting.

Given the complexity around assessing the accounting treatment and the completeness of lease contracts recognized based on contractual information, and complexity around the application of the COVID-19 related rent concession practical expedient, this matter was considered a key audit matter.

How the scope of our audit responded to the key audit matter
We obtained an understanding of the Group's process for identifying changes to contractual information of the lease contracts and its corresponding Group's accounting policy and obtained an understanding around the key controls to assess completeness and appropriateness of the accounting treatment.

We tested a sample of additions or changes to lease contracts and analysed whether these represented lease modifications or should be accounted for as separate leases. We evaluated the Group's analysis of the application of the COVID-19 related rent concession practical expedient by selecting a sample of the underlying contract amendments and challenging the Group's assessment. We performed inquiries with management on the completeness of lease contracts and considered external available information on changes in concession agreements. Further, we assessed the completeness of the lease liability by selecting a sample of lease expenses to ensure appropriate classification of the variable lease contracts.

We validated the appropriateness and completeness of the related disclosures in the corresponding Notes to the financial statements.

Other Information in the Annual Report
The Board of Directors is responsible for the other information in the annual report. The other information comprises all information included in the annual report, but does not include the consolidated financial statements, the statutory financial statements of the Company and remuneration report and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information in the annual report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information in the annual report and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Responsibility of the Board of Directors for the Consolidated Financial Statements
The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law, ISAs and Swiss Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the website of EXPERTsuisse: http://expertsuisse.ch/en/audit-report-for-public-companies.This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements
In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

Deloitte AG

Andreas Bodenmann Licensed audit expert (Auditor in charge)	Fabian Hell Licensed audit expert

The 2020 Consolidated Financial Statements, prepared in accordance with IFRS, as issued by the IASB and approved by the Offeror's Board of Directors on 4 March 2021, were subject to audit by the Statutory Auditors, who issued their unqualified report on 8 March 2021.

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To the General Meeting of
Dufry AG, Basel

Basel, March 8, 2021

Statutory auditor's report on the audit of the consolidated financial statements

Opinion
We have audited the consolidated financial statements of Dufry AG and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at December 31, 2020 and the consolidated statement of profit or loss, and the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements (pages 126 to 220) give a true and fair view of the consolidated financial position of the Group as at December 31, 2020, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and comply with Swiss law.

Basis for opinion
We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISAs) and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We are independent of the Group in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, as well as the *International Code of Ethics for Professional Accountants (including International Independence Standards) of the International Ethics Standards Board for Accountants (IESBA Code)*, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern
We draw attention to note 2.2 of the consolidated financial statements, which indicates that the Group's financial position, results of operations and cash flows have been significantly adversely impacted by the COVID-19 pandemic. This fact together with other matters disclosed in note 2.2 indicates that a material uncertainty exists that may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. In addition to the matter described in the "Material uncertainty related to going concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the consolidated financial statements.

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Valuation of goodwill

Area of Focus

As of December 31, 2020, the Group has recorded goodwill of CHF 2,369 million. The carrying value of goodwill is tested annually for impairment or when indicators of impairment are present. The impairment assessment for goodwill is dependent on the estimation of future cash flows and the weighted average cost of capital applied.

Due to the significance of the carrying values of goodwill and the judgment involved in performing the impairment tests, this matter was considered significant to our audit.

The accounting policies regarding goodwill applied by the Group are explained in the notes to the consolidated financial statements in sections 2.4a and 2.4q. Further details on goodwill and the annual impairment test are disclosed in notes 3, 10, 18 and 18.1 to the consolidated financial statements.

Our audit response

We performed audit procedures to assess the appropriateness of the Group's impairment test valuation model and evaluated the Group's key assumptions, with the support of our valuation specialists. We performed analyses over the projected sales growth rates used in the cash flow projections during the forecast period and the terminal growth rate assumptions. In addition, we performed lookback analyses assessing historical expense and profit ratios against the Group's assumptions. Further, we independently determined the appropriate weighted average costs of capital and compared them against the rates used by the Group. Our work included an evaluation of the Group's sensitivity analysis on changes to the key assumptions, to quantify the downside changes that could result in an impairment and the respective disclosures in the consolidated financial statements.

Our audit procedures did not lead to any reservations concerning the valuation of goodwill.

Valuation of concession right intangibles and right-of-use assets

Area of Focus

As of December 31, 2020, the Group has recorded concession right intangibles and right-of-use assets with definite useful lives of CHF 1,855 million and CHF 4,439 million, respectively. Concession right intangibles and right-of-use assets are measured at historical cost less amortization/depreciation and impairment. The Group assesses at each reporting date whether there are indicators of impairment. Whenever such indicators are identified, the carrying value of the respective cash generating unit, to which the respective concession right intangibles and right-of-use assets belong to, are tested for impairment. Due to the significance of the carrying values of concession right intangibles and right-of-use assets and the judgment involved in performing impairment tests or in assessing future economic benefits, this matter was considered significant to our audit.

The accounting policies regarding concession right intangibles and right-of-use assets applied by the Group are explained in the notes to the consolidated financial statements in sections 2.4o and 2.4m. Further details on concession right intangibles, right-of-use assets and the impairment test are disclosed in notes 3, 17 and 18 to the consolidated financial statements.

Our audit response
We assessed the Group's process for identifying indicators of potential impairment. For those cash generating units for which there were impairment indicators identified, we performed audit procedures to assess the appropriateness of the Group's impairment test valuation model and evaluated the Group's key assumptions, with the support of our valuation specialists. We performed analyses over the projected sales growth rates used in the cash flow projections during the forecast period. In addition, we performed lookback analyses assessing historical expense and profit ratios against the Group's assumptions and corroborated fixed lease payments against contractual agreements on a sample basis. Further, we independently determined the appropriate weighted average costs of capital and compared them against the rates used by the Group.

Our audit procedures did not lead to any reservations concerning the valuation of concession right intangibles and right-of-use assets.

Accounting for lease contracts
Area of Focus
As of December 31, 2020, the Group has right-of-use assets of CHF 4,439 million and lease obligations of CHF 5,420 million (current and non-current). These represent 39% and 52% of the Group's total assets and total liabilities, respectively.

Key assumptions regarding lease accounting are disclosed in the notes (note 8, 17, 28, and 29). Due to the risk of incompleteness of lease contracts recognized, inaccurate consideration and inappropriate accounting assessment of contractual information, and risk of misapplication of the COVID-19 related rent concession practical expedient, this matter was considered significant to our audit.

Our audit response
We obtained an understanding of the Group's accounting policies and processes implemented including the process to identify changes to contractual information of lease contracts, to assess the right-of-use assets and lease obligations. We tested a sample of additions or changes to lease contracts and analyzed whether these represented lease modifications or should be accounted for as separate leases. We evaluated the Group's analysis of the application of the COVID-19 related rent concession practical expedient by selecting a sample of the underlying contract amendments and analyzing the Group's assessment.

Our audit procedures did not lead to any reservations concerning the accounting for lease contracts.

Other information in the annual report
The Board of Directors is responsible for the other information in the annual report. The other information comprises all information included in the annual report, but does not include the consolidated financial statements, the statutory financial statements and the remuneration report and our auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information in the annual report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information in the annual report and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Responsibility of the Board of Directors for the consolidated financial statements
The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law, ISAs and Swiss Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the website of EXPERTsuisse: http://www.expertsuisse.ch/en/audit-report-for-public-companies. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

In accordance with article 728a para. 1 item 3 CO and the Swiss Auditing Standard 890, we confirm that an internal control system exists, which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

Ernst & Young Ltd

/s/ Jolanda Dolente Licensed audit expert (Auditor in charge)	/s/ Siro Bonetti Licensed audit expert

18.3.2. Other audited financial information

In addition to the consolidated financial statements for the years ended 31 December 2022, 2021, and 2020, subject to audit by the Statutory Auditors and EY who issued their unqualified reports on 2 March 2023, 3 March 2022, 8 March 2021, respectively, the Exemption Document does not contain any other information that has been audited by the EY.

18.3.3. Unaudited financial information

The financial information included by reference in the Exemption Document is solely that extracted from the consolidated financial statements for the years ended 31 December 2022, 2021 and 2020. Finally, it should be noted that within the Exemption Document, in particular in Chapters 7, 8 and 17, some management elaborations are reported, which are prepared on the basis of the managerial accounts and have not been subject to audit or review by the Statutory Auditor and EY.

18.4. Pro forma financial information

18.4.1. Preamble

This Paragraph includes the pro forma consolidated statement of financial position as of 31 December 2022 and the pro forma consolidated statement of profit or loss for the financial year ended 31 December 2022 of Dufry (hereafter the "**2022 Pro Forma Consolidated Financial Information**"), together with the related explanatory notes.

Dufry is hereafter defined as the "**Offeror**" or the "**Company**" or "**Dufry**", and together with its subsidiaries as "**Dufry Group**".

The 2022 Pro Forma Consolidated Financial Information was drafted solely for illustrative purposes and was prepared in compliance with the Annex 20 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 and exclusively for the incorporation in the Exemption Document relating to the mandatory public exchange offer announced by Dufry on 3 February 2023, pursuant to and for the purposes of articles 102 and 106, paragraphs 1 and 2-bis, of Italian Legislative Decree no. 58 of 1998, for all ordinary shares issued by Autogrill S.p.A. (hereafter "**Autogrill**" and together with its subsidiaries as the "**Autogrill Group**"), listed on Euronext Milan, a regulated market organized and managed by Borsa Italiana S.p.A., after deducting the ordinary shares already held by Dufry (hereafter the "**Offer**").

The Autogrill Group and the Dufry Group are hereafter jointly defined as the "**New Group**".

The 2022 Pro Forma Consolidated Financial Information has been prepared to represent the main effects on the Dufry Group consolidated statement of financial position as of 31 December 2022 and on the Dufry Group consolidated statement of profit or loss for the financial year ended 31 December 2022:

- of the acquisition by Dufry of 193,730,675 ordinary shares (hereafter the "**Acquisition**"), representing approximately 50.3% of the issued share capital of Autogrill (hereafter the "**Autogrill Controlling Stake**");
- of the Offer, as described above, launched by Dufry pursuant to and in compliance with the applicable legislation.

The Acquisition and Offer are hereafter jointly defined as the "**Transaction**".

Further details on the Transaction are reported in Section 18.4.2 below.

The 2022 Pro Forma Consolidated Financial Information has been prepared in order to illustrate, according to valuation criteria consistent with historical data and in compliance with the relevant legislation, the main effects of the Transaction on the Dufry Group consolidated statement of financial position as if it had taken place on 31 December 2022 and on the Dufry Group consolidated statement of profit or loss as if it had taken place on 1 January 2022. The 2022 Pro Forma Consolidated Financial Information relates to a hypothetical situation and, therefore, does not represent the New Group's financial position and actual results. Since the 2022 Pro Forma Consolidated Financial Information is constructed to retroactively reflect the effects of subsequent transactions, despite compliance with commonly accepted rules and the use of reasonable assumptions, the very nature of such information means there are limitations. Therefore, it should be noted that, if the Transaction had taken place on the assumed dates, the same results would not necessarily have been obtained as the ones presented in the 2022 Pro Forma Consolidated Financial Information. Furthermore, in view of the different purposes of the 2022 Pro Forma Consolidated Financial Information compared to the financial information included in the historical financial statements and the different methods of calculating the effects of the Transaction with reference to the pro forma consolidated statement of financial position and pro forma consolidated statement of profit or loss, these documents should be read and interpreted without looking for accounting links between them.

Finally, it should be noted that, by their nature, the 2022 Pro Forma Consolidated Financial Information relates to a hypothetical situation and, therefore, does not, and in no way intends to, represent the New Group's actual results, nor a forecast of its future results. The 2022 Pro Forma Consolidated Financial Information must not, therefore, be used in this regard.

The 2022 Pro Forma Consolidated Financial Information derives from the following historical data:

- the Dufry Group consolidated financial statements for the year ended 31 December 2022 approved by the Board of Directors on 2 March 2023, prepared in accordance with the International Financial Reporting Standards (hereafter

"**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and audited by the auditing firm Deloitte AG (hereafter the "**Statutory Auditor**" or "**Deloitte**"), which issued its unqualified report on 2 March 2023 (hereafter the "**Dufry Consolidated Financial Statements 2022**");

- the Autogrill Group consolidated financial statements for the year ended 31 December 2022 approved by the Board of Directors on 9 March 2023, prepared in accordance with the International Financial Reporting Standards adopted by the European Union (hereafter "**IFRS EU**") and audited by the auditing firm Deloitte & Touche S.p.A., which issued its unqualified report on 9 March 2023 (hereafter the "**Autogrill Consolidated Financial Statements 2022**");

The 2022 Pro Forma Consolidated Financial Information was prepared in accordance with CONSOB Communication no. DEM/1052803 of 5 July 2001 governing the methodology for the preparation of pro forma financial information. In particular, the 2022 Pro Forma Consolidated Financial Information was prepared by adjusting the combination of historical consolidated data of the Dufry Group and the Autogrill Group as of 31 December 2022 and for the financial year ended 31 December 2022.

The 2022 Pro Forma financial information has been prepared in accordance with the same accounting rules (IFRS) as Dufry's 2022 Consolidated Financial Statements. No differences exist between IFRS and IFRS EU which is used for the preparation of Autogrill's 2022 Consolidated Financial Statements.

All the information reported in the current document is expressed in millions of Swiss Francs (hereafter "**CHF**"), unless otherwise stated. For the translation of the Euro values into the presentation currency of Dufry (CHF), the financial positions of Autogrill have been translated using the exchange rate at the reporting date as of 31 December 2022. The statements of profit or loss of Autogrill have been translated using the average exchange rate for the year ended 31 December 2022. For the purpose of these pro forma information, the CHF values have been translated into Euro using the same translation rates as mentioned beforehand.

in CHF	Closing Rate 31 December 2022	Average Rate 2022
1 Euro	0.9896	1.0049

18.4.2. Brief description of the Transaction and assumptions

The Acquisition was completed on 3 February 2023 (hereafter the "**Closing Date**").

On the Closing Date, by means of off-market trading, a total of 193,730,675 Autogrill ordinary shares were transferred, representing the Majority Stake (approximately 50.3%). Based on the Acquisition, Dufry has obtained the control of Autogrill in compliance with the definition provided by IFRS 10 – Consolidated Financial Statements ("IFRS 10"). As such, for the purpose of the presentation of the pro-forma financial information, IFRS 3 – Business Combination ("IFRS 3") is applied. The closing price of Dufry Shares on the Closing Date amounted to CHF 41.71 (Euro 41.74, translated with exchange rate as of the Closing Date) per share. Hence, from an accounting perspective, the total consideration, representing the fair value (CHF 41.71 x 193,730,675 shares to be converted according to the exchange ratio offered by Offeror of 0.1583 Dufry shares for each Autogrill share), transferred to the Sellers amounts to CHF 1,279 million (Euro 1,292 million).

Following the Acquisition of the Majority Stake, Dufry transferred 30,663,329 (as rounded up when issued) ordinary Dufry Shares to the Sellers with a par value of CHF 5 resulting in an increase of CHF 153 million (Euro 155 million).

Offer

Following the Acquisition, pursuant to and in accordance with the applicable regulation, the Offeror announced the launch of the Offer for the remaining Autogrill Shares at the same consideration paid by the Dufry Group to the Sellers by offering Autogrill shareholders the ability to participate in the New Group by receiving 0.1583 new Dufry Shares for each Autogrill Share. For the purposes of the Offer, a four-decimal number has been applied and, consequently, the exchange ratio was rounded up. Alternatively, Autogrill shareholders are offered a Cash Alternative Consideration of Euro 6.33 per Autogrill share.

In view of the above, for the purposes of preparing the 2022 Pro Forma Consolidated Financial Information, it has been assumed that the Offer as a whole concerns 385,033,542 outstanding ordinary shares, less 597,300 treasury shares held by Autogrill (after the closing date) and the Majority Stake, resulting in 190,705,567 outstanding Autogrill Shares. Additionally, for the purpose of the pro-forma financial information, it has been assumed that all the minority shareholders of Autogrill will accept the Alternative Cash Consideration except for 1 share; with reference to the aforementioned 1 share assumed to not accept the Alternative Cash Consideration, such adjustment has not been included in the pro-forma adjustments below reported as it deemed not material in accordance with the Communication no. DEM/1052803 of 5 July 2001. Therefore, the Offeror will have to transfer approximately CHF 1,195 million (Euro 1,207 million), for which it has been assumed that Dufry will use the bridge facilities to finance such payment. Moreover, such assumption is on the reasonable realization of the residual pre-emptive conditions of such contract are fulfilled (refer to chapter 20.2.1 of the Section 1 of the Exemption Document for further information). If shareholders would not choose the Cash Alternative Consideration over the Share Consideration, this would reduce the financial leverage of the New Group by issuing 30,188,691 new ordinary shares (refer to chapter 18.4.4. for the impact of the alternative assumption of shareholders choice regarding the Offer on the Pro Forma Net Financial Indebtedness of the New Group as at 31 December 2022).

Transaction expenses

For the purposes of the present Transaction, Dufry has entered into several agreements with third-parties mainly related to M&A consultancy services ("transaction expenses").

The abovementioned transaction expenses amount to CHF 100 million (Euro 101 million), of which: (i) CHF 20 million (Euro 20 million) have been booked in the Consolidated financial statements of Dufry for the year ended 31 December 2022 in the caption "Other expenses"; (ii) CHF 80 million (Euro 81 million) have not yet been incurred by Dufry.

Consequently, in presenting the pro forma financial information, an adjustment of (i) CHF 39 million (Euro 39 million) for the Acquisition and (ii) CHF 42 million (Euro 42 million) for the Offer has been booked as reduction of cash and cash equivalents and operating expenses of the Pro Forma Consolidated Statement of profit or loss, with a reduction of the equity - net of the related tax effect - of CHF 60 million (Euro 60 million) in the Pro Forma Consolidated Statement of Financial Position. Such pro forma adjustments have been accounted based on the assumption that the Transaction had taken place on 31 December 2022 for the consolidated statement of financial position and on 1 January 2022 for consolidated statement of profit or loss.

Additionally, the related tax effect arising from such transaction expenses, equal to CHF 10 million (Euro 10 million) and CHF 11 million (Euro 11 million) respectively, has been recorded as deferred tax assets in the pro forma statement of the financial position and of profit or loss, with the consequent effects on equity of CHF 21 million (Euro 21 million).

Moreover, the New Group expects to incur in additional integration expenses ("integration expenses"), consisting of severance payments, retraining and retention, integration support, costs related to IT system integration and other costs. Due to the difficulties in identifying the timing of the signing of the related agreements and the corresponding amounts, the abovementioned integration expenses have not been included as pro forma adjustment.

18.4.3. 2022 Pro Forma Consolidated Financial Information

The following are reported below: (i) the table relating to the pro forma consolidated statement of financial position as at 31 December 2022 and (ii) the table relating to the pro forma consolidated statement of profit or loss for the financial year ended 31 December 2022, showing, by type, the adjustments made to represent the significant effects of the Transaction and the related explanatory notes.

<u>Pro forma Consolidated Statement of Financial Position as at 31 December 2022</u>

(In millions of CHF)	Dufry Group Consolidated Statement of Financial Position as at 31 December 2022	Autogrill Group Reclassified Consolidated Statement of Financial Position as at 31 December 2022	*Pro forma adjustments*		New Group pro forma consolidated statement of financial position as at 31 December 2022	New Group pro forma consolidated statement of financial position as at 31 December 2022 (in millions EUR)
			Acquisition Accounting	Offer Accounting		
	(1)	(2)	(3)	(4)		
ASSETS						
Property, plant and equipment	314	792	-	-	1,106	1,118
Right-of-use assets	2,568	1,371	-	-	3,938	3,980
Intangible assets	1,478	88	958	-	2,524	2,551
Goodwill	2,272	835	82	-	3,189	3,223
Investments in associates	24	5	-	-	30	30
Deferred tax assets	145	50	14	11	221	223
Net defined benefit assets	17	-	-	-	17	17
Other non-current assets	156	100	-	-	256	259
Non-current assets	**6,975**	**3,241**	**1,054**	**11**	**11,281**	**11,400**
Inventories	928	132	-	-	1,060	1,071
Trade and credit card receivables	62	50	-	-	112	114
Other accounts receivable	468	145	-	-	612	619

Income tax assets	22	1	–	–	23	23
Cash and cash equivalents	855	526	(39)	(42)	1,300	1,313
Current assets	**2,335**	**854**	**(39)**	**(42)**	**3,108**	**3,140**
Total assets	**9,310**	**4,095**	**1,015**	**(31)**	**14,389**	**14,540**

LIABILITIES AND SHAREHOLDERS' EQUITY						
Equity attributable to equity holders of the parent	893	901	349	(868)	1,275	1,288
Non-controlling interests	73	57	399	(358)	171	172
Total equity	**966**	**958**	**747**	**(1,226)**	**1,446**	**1,461**
Borrowings	3,452	28	–	–	3,480	3,517
Lease obligations	2,010	1,325	–	–	3,335	3,370
Deferred tax liabilities	221	10	252	–	484	489
Provisions	44	36	15	–	95	96
Employee benefit obligations	12	31	–	–	43	44
Other non-current liabilities	29	20	–	–	49	50
Non-current liabilities	**5,770**	**1,450**	**268**	**–**	**7,487**	**7,566**
Trade payables	486	412	–	–	898	908
Borrowings	123	554	–	1,195	1,871	1,891
Lease obligations	992	306	–	–	1,298	1,312
Income tax payables	42	6	–	–	48	49
Provisions	89	21	–	–	110	112
Other liabilities	841	389	–	–	1,230	1,243
Current liabilities	**2,574**	**1,687**	**–**	**1,195**	**5,456**	**5,513**
Total liabilities	**8,344**	**3,137**	**268**	**1,195**	**12,943**	**13,079**
Total liabilities and shareholders' equity	**9,310**	**4,095**	**1,015**	**(31)**	**14,389**	**14,540**

Explanatory notes to the pro forma consolidated statement of financial position as at 31 December 2022

Note 1 – Dufry Group Consolidated Statement of Financial Position as at 31 December 2022

This column includes the Dufry Group consolidated statement of financial position as at 31 December 2022 extracted from the Dufry Consolidated Financial Statements 2022.

Note 2 – Autogrill Group Reclassified Consolidated Statement of Financial Position as at 31 December 2022

This column includes the Autogrill reclassified consolidated statement of financial position as at 31 December 2022, extracted from the Autogrill Consolidated Financial Statements 2022 and reclassified to align with Dufry's Consolidated Statement of Financial Position mapping. Autogrill's asset statement of financial position line-items have been reclassified as following:

- Non-current "Lease receivables" (CHF 58 million / Euro 59 million), Non-current "Other financial assets" (CHF 34 million / Euro 35 million) and Non-current "Other receivables" (CHF 8 million / Euro 8 million) have been reclassified to "Other non-current assets".
- Current "Lease receivables" (CHF 15 million / Euro 16 million), Current "Other financial assets" (CHF 41 million / Euro 42 million) and current "Other receivables" (CHF 88 million / Euro 89 million) have been reclassified to "Other current assets".
- Non-current "Other payables" (CHF 19 million / Euro 19 million) and Non-current "Other financial liabilities" (CHF 1 million / Euro 1 million) have been reclassified to "Other non-current assets".
- Current "Other payables" (CHF 386 million / Euro 390 million) and current "Other financial liabilities" (CHF 3 million / Euro 4 million) have been reclassified to "Other current assets".

Note 3 – Acquisition Accounting

This column includes the effects of accounting for the Acquisition, as if it had taken place on 31 December 2022, and the resulting consolidation, in accordance with IFRS 10, of Dufry and Autogrill in the Pro Forma Consolidated Financial Statements 2022.

The price recognized by Dufry for the Acquisition (hereafter the "**Autogrill Controlling Stake Price**") was determined as shown in the following table.

in millions of	CHF	EURO
Monetary component of the Consideration	–	–
No. of shares representing the Autogrill Controlling Stake	–	–
Monetary component of the Autogrill Controlling Stake Price (A)	–	–
Non-monetary component of the Consideration (no. of Autogrill shares)	0.1583	0.1583
Fair value of non-monetary component of the Consideration as at the Execution Date	41.71	42.14
Number of shares representing the Autogrill Controlling Stake	193,730,675	193,730,675
Non-monetary component of the Autogrill Controlling Stake Price (B)	**1,279**	**1,292**
Autogrill Controlling Stake Price (C=A+B)	**1,279**	**1,292**

Pro forma Adjustments – Acquisition accounting

The column "Pro forma Adjustments – Acquisition accounting" includes adjustments connected to the Preliminary Purchase Price Allocation as well as Other Acquisition Accounting Adjustments.

Preliminary Purchase Price Allocation Adjustments

For the purposes of the following Preliminary Purchase Price Allocation, and in accordance with the purchase method prescribed by IFRS 3, the consideration of CHF 1,297 million related to the approximately 50.3% of Autogrill has been compared with the fair value of the net assets of Autogrill, and the positive difference has been preliminarily allocated to Goodwill for CHF 917 million.

Based on the initial and preliminary purchase price allocation, the fair value of the identifiable assets and liabilities of Autogrill Group at 31 December 2022 were as follows:

	Autogrill Consolidated Statement of Financial Position as at 31 December 2022	Preliminary Purchase Price Allocation Adjustments	Fair Values at 31 December 2022	Fair Values at 31 December 2022
In millions	*CHF*	*CHF*	*CHF*	*EURO*
Goodwill [3]	835	(835)	–	–
Intangible assets	88	958	1,047	1,058
Other assets (excl. Intangible assets and Goodwill)[1]	3,172	4	3,176	3,209
Deferred tax liability	(10)	(252)	(262)	(265)
Other liabilities[2]	(3,128)	(15)	(3,143)	(3,176)
Identifiable net assets	**958**	**(141)**	**817**	**826**
Fair value of non-controlling interests	(57)	(41)	(98)	(99)
Net assets	**901**	**(182)**	**720**	**727**
Acquisition of approximately 50.3% of Autogrill				
Dufry's approximately 50.3% share in net assets			362	366
Goodwill[3]		917	917	927
Total fair value consideration for acquisition of approximately 50.3%			**1,279**	**1,292**

[1] Total assets of CHF 4'095m less intangible assets and Goodwill of CHF 924m amount to CHF 3'172m

[2] Total liabilities of CHF 3'137m less deferred tax liability of CHF 10m amount to CHF 3'128m (rounded)

For the purpose of the pro forma financial information its corresponding preliminary purchase price allocation, Dufry identified and valued concession rights and brands. These intangibles were valued on an aggregated basis. Dufry will finalise its purchase price allocation within 12 months subsequent to the combination.

The fair value of the abovementioned concession rights and brands has been determined by using the excess earnings method. The post-tax discount rates used correspond to 9.7% for the concession rights and 10.7% for the brands. The useful lives of the concession rights have been estimated to approximately 10.5 years and for the brands as indefinite.

With reference to the above table, the following has to be underlined:

Intangible assets and goodwill: Autogrill has recognized CHF 835 million (Euro 844 million) goodwill from past acquisitions. In accordance with IFRS 3 acquisition accounting, the goodwill has been derecognized and is consequently not a component of the acquired net assets of Autogrill.

Based on the above Purchase Price Allocation, the recognition of Goodwill of CHF 917 million (Euro 927 million) and the derecognition of CHF 835 million (Euro 844 million) goodwill would result into an adjustment of CHF 82 million (Euro 82 million). Consequently, the total fair value of Autogrill's Goodwill as at 31 December 2022 amounting to CHF 917 million (Euro 927 million).

The recognition of additional intangible assets, both concessions and brands, of CHF 958 million (Euro 968 million) would result into an adjustment of equal amount (CHF 958 million or Euro 968 million) for a total fair value of Autogrill's intangible assets as at 31 December 2022 amounting to CHF 1,047 million (Euro 1,058 million).

Other assets (excl. Intangible assets and Goodwill: the purchase price allocation adjustment to other assets of CHF 4 million (Euro 4 million) reflects the deferred tax assets impact on the additional provision as mentioned below.

Deferred tax liability: the adjustment to deferred tax liabilities of CHF 252 million (Euro 255 million) reflects the deferred tax liability impact of the additional intangible assets as mentioned above. A rate of 26.3% has been assumed which is based on a weighted corporate tax income rate relative to Autogrill's disclosed revenue by geographical area.

Other liabilities: Autogrill's other liabilities have been adjusted by CHF 15 million (Euro 15 million) for legal consideration regarding potential claims.

Non-controlling interests: the adjustment of CHF 41 million (Euro 41 million) to the non-controlling interests represents the proportionate share (equal to 5.9% of the total shares of Autogrill) of the non-controlling interests measured based on the results of the Preliminary Purchase Price Allocation described above. Additionally, for the purposes of presenting the Acquisition and the related consolidation of Autogrill, it has been recognized for CHF 358 million the non-controlling interests that relates to the minority shareholders of Autogrill (49.7% of Autogrill) so that the total change together with the above described fair value adjustment is equal to CHF 399 million, which are subsequently deducted from non-controlling interests for an equal amount of CHF 358 million as it has been assumed that also non-controlling interests would opt for the alternative cash consideration as described in the Note 4 - Offer accounting in the paragraph "*Equity attributable to equity holders of the parent*".

Equity attributable to equity holders of the parent: The pro forma adjustment that had an effect on equity amounts to CHF 349 million (Euro 352 million) to the shareholders' equity and includes, among others, the effects of share capital increase for CHF 153 million (Euro 155 million) and of the non-recurring transaction costs (net of income tax effect) for CHF 29 million (Euro 29 million).

Adjustments for the Acquisition of approximately 50.3% of Autogrill - Goodwill:

It should be noted that, in accordance with paragraph 45 of IFRS 3, which provides for a "valuation period" during which the company must carry out a preliminary initial accounting of the acquisition and complete the valuation at a later date, and in any case within 12 months from the date of acquisition, the final valuation of the current value of Autogrill Group's net assets acquired by the Offeror has not yet been completed. Therefore, the final valuation of the current value of the aforementioned Autogrill Group's net assets may change with respect to that reported in the 2022 Pro Forma Consolidated Financial Information.

Other Acquisition Accounting Adjustments

The Other Acquisition Accounting Adjustments, intended as the adjustments that do not refer to Purchase Price Allocation, refer to the effects on cash and cash equivalents and deferred tax assets of the non-recurring transaction expenses.

Deferred tax assets: The tax impact of the non-recurring transaction expenses (see Cash and Cash equivalent) amounts to CHF 10 million (Euro 10 million) which results in total in an adjustment of CHF 14 million (Euro 14 million) of deferred tax assets when considering also the CHF 4 million (Euro 4 million) adjustment of the preliminary purchase price allocation as above.

Cash and Cash equivalents: The reduction to cash and cash equivalents, amounting to CHF 39 million (Euro 39 million) reflects non-recurring transaction expenses like legal support, due diligence, fairness opinions, audit and stamp duties which are related to the Acquisition. These expenses are in their nature non-recurring in accordance with the provisions of CONSOB Communication no. DEM/1052803 of 5

July 2001. For the respective effects on deferred tax assets / liabilities, a rate of 26.3% has been assumed which is based on a weighted corporate tax income rate relative to Autogrill's disclosed revenue by geographical area. Which is reflected in the CHF 14 million CHF (Euro 14 million) pro forma adjustment to deferred tax assets.

Note 4 – Offer Accounting

This column includes the effects of accounting of the Offer as if it had taken place on 31 December 2022, and the resulting consolidation, in accordance with IFRS 10, of Dufry and Autogrill in the Pro Forma Consolidated Financial Statements 2022.

Pursuant to IFRS 10, the Offer is a transaction with minority shareholders. The price paid by the Offeror to Autogrill Shareholders for the purchase (hereafter the "Offer Price"), within the context of the Offer, of the number of ordinary shares relating to the amount of Autogrill shares owned by Dufry (hereafter "**Subscription Level**") was determined as shown in the following table.

	CHF	EURO
Monetary component of the Consideration	6.26	6.33
No. of shares representing the Offer Subscription Level*	190,705,566	190,705,566
Monetary component of the Offer Price (A) *in millions*	**1,195**	**1,207**
Non-monetary component of the Consideration (no. of Autogrill shares)	-	-
Fair value of non-monetary component of the Consideration as at the Execution Date	-	-
No. of shares representing the Offer Subscription Level	-	-
Non-monetary component of the Offer Price (B)	-	-
Offer Price (C=A+B) *in millions*	**1,195**	**1,207**

* The number of shares has been reduced of 1 share based on the assumption described in the paragraph 18.4.2 "Offer". Such adjustment has not been included in the pro-forma adjustments below reported as it deemed not material in accordance with the Communication no. DEM/1052803 of 5 July 2001.

Deferred tax assets: The tax impact of the non-recurring transaction expenses (see Cash and Cash equivalents) amounts to CHF 11 million (Euro 11 million).

Cash and Cash equivalents: The reduction to cash and cash equivalents, amounting to CHF 42 million (Euro 42 million) reflects non-recurring transaction expenses like legal support, bridge facilities and audit which are related to the Offer. These expenses are in their nature non-recurring in accordance with the provisions of CONSOB Communication no. DEM/1052803 of 5 July 2001. For the respective effects on deferred tax assets / liabilities, a rate of 26.3% has been assumed which is based on a weighted corporate tax income rate relative to Autogrill's disclosed revenue by geographical area.

Non-controlling interests:

Autogrill's non-controlling interests proportionate share in the identifiable net asset as at 31 December 2022 in the context of the preliminary purchase price allocation for CHF 358 million (Euro 362 million) representing the non-controlling interest of the remaining Autogrill shareholders is deducted (reduces the non-controlling interest and increases the equity of the equity holders of the parent) with the assumption that all remaining shares have been acquired.

Equity attributable to equity holders of the parent:

The pro forma adjustment that had an effect on equity attributable to the equity holders of the parent in addition to the positive effects abovementioned related to the non-controlling interests of CHF 358 million (Euro 362 million), are equal to CHF 1,164 million (Euro 1,177 million) and mainly consists of:

a. additional non-recurring transaction costs (net of income tax effect) for CHF 31 million (Euro 31 million),

b. consolidation impact of the total consideration of the public offer against equity of CHF 1,195 million (Euro 1,208 million).

The Subscription Level determines, within the context of the accounting of the Offer, the full reversal of the value of minority interests. In this regard, it should be noted that, with reference to the configuration of the Offer as a transaction with noncontrolling shareholder in pursuant to paragraph 23 of IFRS 10.

Borrowings: The pro forma adjustment to current borrowings, amounting to CHF 1,195 million (Euro 1,207 million), is the monetary component of the Offer Price and reflects the amount transferred by the Offeror to Autogrill Shareholders within the context of the Offer, financed through a contracted bridge facility loan, determined based on the number of ordinary shares relating to the Subscription Level (refer to Note 8 regarding the interest expenses). As it has been assumed that the Offer had occurred on December 31, 2022, no interest expenses have been included in the pro-forma consolidated statement of the financial position, while in the pro-forma consolidated statement of profit or loss, for which it has been assumed the Offer had occurred on January 1, 2022, the yearly interest expenses have been assumed equal to CHF 102 million (Euro 102 million).

Pro forma Consolidated Statement of Profit or Loss for the year ended 31 December 2022

(In millions of CHF)	Dufry Group Consolidated Statement of Profit or Loss for the year ended 31 December 2022	Autogrill Group Reclassified Consolidated Income Statement for the year ended 31 December 2022	*Pro forma adjustments*		Pro Forma Consolidated Statement of Profit or Loss of the New Group for the year ended 31 December 2022	Pro Forma Consolidated Statement of Profit or Loss of the New Group for the year ended 31 December 2022 (in millions EURO)
			Acquisition Accounting	Offer Accounting		
	(5)	(6)	(7)	(8)		
Net sales	6,721	4,483	–	–	11,204	11,150
Advertising income	157	42	–	–	199	198
Turnover	**6,878**	**4,525**	**–**	**–**	**11,404**	**11,348**
Cost of sales	(2,685)	(1,652)	–	–	(4,337)	(4,316)
Gross profit	**4,194**	**2,873**	**–**	**–**	**7,067**	**7,032**
Lease expenses	(1,082)	(367)	–	–	(1,449)	(1,442)
Personnel expenses	(998)	(1,378)	–	–	(2,376)	(2,364)
Depreciation and amortization	(1,112)	(516)	(68)	–	(1,695)	(1,687)
Impairment	(49)	(39)	–	–	(89)	(88)
Reversal of impairment	66	–	–	–	66	66
Other expenses	(579)	(682)	(39)	(42)	(1,343)	(1,336)
Other income	62	185	–	–	246	245
Gain on operating activity disposal	–	(2)	–	–	(2)	(2)
Operating profit / (loss)	**502**	**73**	**(107)**	**(42)**	**426**	**424**
Finance expenses	(351)	(72)	–	(102)	(524)	(521)
Finance income	69	11	–	–	80	79

Foreign exchange gain / (loss)	(23)	(0)	–	–	(23)	(23)
Profit / (loss) before taxes	**197**	**13**	**(107)**	**(144)**	**(42)**	**(41)**
Income tax	(76)	(33)	28	38	(43)	(43)
Net profit / (loss)	**121**	**(20)**	**(79)**	**(106)**	**(84)**	**(84)**
Attributable to:						
Equity holders of the parent	62	(54)	(79)	(106)	(176)	(176)
Non-controlling interests	58	34	–	–	92	92

<u>Explanatory notes of the pro forma consolidated statement of profit or loss for the year ended 31 December 2022</u>

<u>Note 5 - Dufry Group Consolidated Statement of Profit or Loss for the year ended 31 December 2022</u>

This column includes the Dufry Group consolidated statement of profit or loss for the year ended 31 December 2022, extracted from the Dufry Consolidated Financial Statements 2022.

In accordance with the provisions of CONSOB Communication no. DEM/1052803 of 5 July 2001 it should also be noted that the Dufry Group Consolidated Statement of Profit or Loss for the year ended 31 December 2022 includes non-recurring expenses amounting to CHF 20 million (Euro 20 million).

<u>Note 6 - Autogrill Group Reclassified Consolidated Income Statement for the year ended 31 December 2022</u>

This column includes the Autogrill consolidated income statement for the financial year ended 31 December 2022, extracted from the Autogrill Consolidated Financial Statements 2022 and reclassified to align with Dufry's Consolidated Statement of Profit or Loss mapping.

Autogrill's income statement line-item "Leases, Rentals, Concessions and Royalties" has been split to reflect "Lease Expenses" without royalties. Accordingly, the royalties (CHF 105 million / Euro 105 million) have been reclassified to "Other Expenses".

Autogrill's income statement line-item "Other operating income" has been split to reflect "Other income" without marketing contributions from suppliers. Accordingly, the contributions from suppliers (CHF 42 million / Euro 42 million) have been reclassified to "Advertising income".

Autogrill's "Revaluations (write-down) of financial assets" (CHF 2 million / Euro 2 million) and "Share of the profit (loss) of equity method investments" (CHF 1 million / Euro 1 million) have been reclassified into "Finance income".

The "Exchange rate losses" (CHF 0.2 million / Euro 0.2 million) have been reclassified from Autogrill's "Financial expense" to "Foreign exchange gain / (loss)".

Note 7 – Acquisition Accounting

This column includes the effects of the Acquisition on the accounting, as if it had taken place on 1 January 2022, and the resulting consolidation, in accordance with IFRS 10, of Dufry and Autogrill in the Pro Forma Consolidated Financial Statements 2022.

The column "Pro forma Adjustments – Acquisition accounting" includes adjustments connected to the Preliminary Purchase Price Allocation as well as Other Acquisition Accounting Adjustments.

Preliminary Purchase Price Allocation Adjustments

Depreciation and Amortisation: This column represents the additional amortization amounting to CHF 68 million (Euro 68 million) related to the new acquisition Intangibles identified based on the preliminary purchase price allocation and valued at the fair value of CHF 1,047 million (Euro 1,058 million). For the respective effects on income tax, a rate of 26.3% has been assumed which is based on a weighted corporate tax income rate relative to Autogrill's disclosed revenue by geographical area.

Other Acquisition Accounting Adjustments

Other expenses: The additional other expenses, amounting to CHF 39 million (Euro 39 million) reflect non-recurring transaction expenses like legal support, due diligence, fairness opinions, audit, stamp duties which are related to the Acquisition. These expenses are in their nature non-recurring in accordance with the provisions of CONSOB Communication no. DEM/1052803 of 5 July 2001. For the respective effects on income tax, a rate of 26.3% has been assumed which is based on a weighted corporate tax income rate relative to Autogrill's disclosed revenue by geographical area.

Income tax: The tax impacts of the two adjustments described above result in CHF 28 million (Euro 28 million).

Note 8 – Offer Accounting

This column includes the effects of the Offer on the accounting, as if it had taken place on 1 January 2022, and the resulting consolidation, in accordance with IFRS 10, of Dufry and Autogrill in the Pro Forma Consolidated Financial Statements 2022.

Finance expenses: The additional finance expenses, amounting to CHF 102 million (Euro 102 million) reflect interest expenses related to the financing of the Offer (refer to Note 4 regarding the financing) which is based on a variable market component and an agreed margin. These expenses are in their nature non-recurring in accordance with the provisions of CONSOB Communication no. DEM/1052803 of 5 July 2001. For the respective effects on income tax, a rate of 26.3% has been assumed which is based on a weighted corporate tax income rate relative to Autogrill's disclosed revenue by geographical area.

Other expenses: The additional other expenses, amounting to CHF 42 million (Euro 42 million) reflect non-recurring transaction expenses like legal support, bridge facilities, audit, which are related to the offer. For the respective effects on income tax of the interest expenses, a rate of 26.3% has been assumed which is based on a weighted corporate tax income rate relative to Autogrill's disclosed revenue by geographical area.

Income tax: The tax impacts of the two adjustments described above result in CHF 38 million (Euro 38 million).

18.4.4. Other aspects

In accordance with the relevant legislation, for the preparation of the 2022 Pro Forma Consolidated Financial Information, no assumptions have been made about any synergies arising from the integration of the Dufry Group with the Autogrill Group, nor about the costs that will be incurred in relation to the integration.

<u>Pro Forma Net Financial Indebtedness of the New Group as of 31 December 2022</u>

The following is a statement of the New Group's pro forma net financial indebtedness as of 31 December 2022, determined in accordance with CONSOB Communication DEM/6064293 of 28 July 2006, amended by CONSOB Communication No. 5/21 of April 29, 2021 and in accordance with ESMA Recommendations contained in Guidelines 32-382-1138 of 4 March 2021 on disclosure requirements under the Prospectus Regulation.

(In millions of CHF)	Dufry Group Net Financial Indebtedness as of 31 December 2022	Autogrill Group Net Financial Indebtedness as of 31 December 2022	*Pro forma adjustments*		Pro Forma Net Financial Indebtedness of the New Group as of 31 December 2022	Pro Forma Net Financial Indebtedness of the New Group as of 31 December 2022 (in millions EURO)
			Acquisition Accounting	Offer Accounting		
	(9)	(10)	(11)	(12)		
A. Cash	791	37	(39)	(42)	746	753
B. Cash equivalents	64	490	–	–	554	560
C. Other current financial assets	–	–	–	–	–	–
D. Liquidity (A + B + C)	**855**	**526**	**(39)**	**(42)**	**1,300**	**1,313**
E. Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	–	30	–	1,195	1,224	1,237
F. Current portion of non-current financial debt	1,240	833	–	–	2,073	2,095
G. Current financial indebtedness (E + F)	**1,240**	**863**	**–**	**1,195**	**3,298**	**3,332**
H. Net current financial indebtedness (G – D)	**386**	**336**	**39**	**1,237**	**1,998**	**2,019**
I. Non-current financial debt (excluding current portion and debt instruments)	2,470	1,353	–	–	3,823	3,863
J. Debt instruments	2,993	–	–	–	2,993	3,024
K. Non-current trade and other payables	8	1	–	–	9	9

L. Non-current financial indebtedness (I + J + K)	**5,470**	**1,354**	**-**	**-**	**6,824**	**6,896**
M. Total financial indebtedness (H + L)	**5,856**	**1,690**	**39**	**1,237**	**8,822**	**8,915**

(*) Pro forma net financial debt is an alternative performance indicator not identified as an accounting measure under IFRS and, therefore, should not be considered an alternative measure to those provided by the New Group's financial statements when assessing the New Group's financial performance and financial position.

Note 9 - Dufry Group Net Financial Indebtedness as of 31 December 2022

This column includes the Dufry Group Net Financial Indebtedness as of 31 December 2022.

Note 10 - Autogrill Group Net Financial Indebtedness as of 31 December 2022

This column includes the Autogrill Group Net Financial Indebtedness as of 31 December 2022.

Note 11 - Acquisition Accounting

This column includes the effects of accounting for the Acquisition, as if it had taken place on 31 December 2022, and the resulting consolidation, in accordance with IFRS 10, of Dufry and Autogrill in the Pro Forma Consolidated Financial Statements 2022.

The reduction to cash and cash equivalents, amounting to CHF 39 million (Euro 39 million) reflects non-recurring transaction expenses like legal support, due diligence, fairness opinions, audit and stamp duties which are related to the Acquisition. These expenses are in their nature non-recurring in accordance with the provisions of CONSOB Communication no. DEM/1052803 of 5 July 2001.

Note 12 - Offer Accounting

This column includes the effects of accounting of the Offer as if it had taken place on 31 December 2022, and the resulting consolidation, in accordance with IFRS 10, of Dufry and Autogrill in the Pro Forma Consolidated Financial Statements 2022.

The reduction to cash and cash equivalents, amounting to CHF 42 million (Euro 42 million) reflects non-recurring transaction expenses like legal support, bridge facilities and audit which are related to the Offer. These expenses are in their nature non-recurring in accordance with the provisions of CONSOB Communication no. DEM/1052803 of 5 July 2001. The pro forma adjustment to current borrowings, amounting to CHF 1,195 million (Euro 1,207 million), is the monetary component of the Offer Price and reflects the amount transferred by the Offeror to Autogrill

Shareholders within the context of the Offer, financed through a contracted bridge facility loan, determined based on the number of ordinary shares relating to the Subscription Level (refer to Note 8 regarding the interest expenses).

Impact of the alternative assumption of shareholders choice regarding the Offer on the Pro Forma Net Financial Indebtedness of the New Group as of 31 December 2022

As highlighted in chapter 18.4.2, for the purposes of the pro forma it has been assumed that all shareholders with the exception of one shareholder will choose the Cash Alternative Consideration of the Offer. If all shareholders, with the exception of one shareholder would choose the ability to participate in the New Group by receiving 0.1583 new Dufry Shares for each Autogrill Share over the Cash Alternative Consideration of the Offer, such scenario would result in lower current liabilities (borrowings) for an amount of CHF 1,195 million (Euro 1,207 million) corresponding to the not needed drawn of the contracted bridge facility loan, and an increase of the total equity attributable to equity holders of the parent of approximately CHF 1,195 million (Euro 1,207 million).

With reference to the same scenario and to the Net Financial Indebtedness, such non-IFRS measure would be equal to CHF 7,627 million (Euro 7,708), with a decrease of CHF 1,195 million (Euro 1,207 million) compared to the reported value of CHF 8,822 million (Euro 8,915 million) included in the paragraph above.

18.4.5. Auditor's report

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To the Board of Directors of
Dufry AG, Basel

Report on the Compilation of the pro forma financial information represented by the pro forma consolidated statements of financial position as at 31 December 2022, the pro forma consolidated statement of profit or loss for the twelve-month period ended 31 December 2022 and related notes, included in the Exemption Document

We have completed our assurance engagement to report on the compilation of pro forma financial information of Dufry Group (the "Group") by the Board of Directors of Dufry AG (the "Company").

The pro forma financial information consists of the pro forma consolidated statements of financial position as at 31 December 2022, the pro forma consolidated statement of profit or loss for the twelve-month period ended 31 December 2022 and related notes, to be included in the Chapter 18.4 of the Exemption Document prepared for the purposes of the mandatory public exchange offer with alternative cash consideration for all the ordinary shares of Autogrill S.p.A.. The applicable criteria on the basis of which the Board of Directors of the Company has compiled the pro forma financial information are described in the related notes of the pro forma information.

The pro forma financial information has been compiled by the Board of Directors of the Company as provided by the Regulation (EU) 2017/1129 of 14 June 2017 of the European Parliament and of the Council, as subsequently amended and supplemented by Delegated Regulation (EU) no. Commission Regulation (EC) 2021/528 of 16 December 2020, to illustrate the impacts of (i) the acquisition by the Group of the approximately 50.3% of the issued share capital of Autogrill S.p.A. ("Acquisition") and (ii) the public exchange offer with alternative cash consideration to the minority shareholders of Autogrill S.p.A. ("Offer" and together with the Acquisition, the "Transaction") on the Group's consolidated financial position as at 31 December 2022 and its consolidated financial performance for the twelve-month period ended 31 December 2022 as if the Transaction had taken place at 31 December 2022 and 1 January 2022 respectively. As part of this process, information about the consolidated financial position and consolidated financial performance of Dufry Group and of Autogrill Group have been extracted by the Board of Directors respectively from the Group's consolidated financial statements for the year ended 31 December 2022 and from the consolidated financial statements of Autogrill S.p.A. for the year ended 31 December 2022, on which the audit reports have been published on 2 March 2023 and 9 March 2023 respectively.

The Board of Directors' Responsibility for the Pro Forma Financial Information
The Board of Directors is responsible for compiling the pro forma financial information on the basis of the applicable criteria described in the Brief description of the Transaction and assumptions and for the consistency of the Brief description of the Transaction and assumptions with the accounting principle adopted by the Group.

Our Independence and Quality Control
We have complied with the independence and other ethical requirement of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), which is founded on

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fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.
The firm applies International Standard on Quality Management 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Practitioner's Responsibilities
Our responsibility is to express an opinion, as required by the Commission Delegated Regulation (EU) 2019/980, about whether the pro forma financial information has been compiled, in all material respects, by the Board of Directors on the basis of the applicable criteria and whether the applicable criteria are consistent with the accounting standards adopted by the company.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the International Auditing and Assurance Standards Board.

This standard requires that the practitioner comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Board of Directors has compiled, in all material respects, the pro forma financial information on the basis of the applicable criteria and whether the applicable criteria are consistent with the accounting standards adopted by the company.
For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2022 would have been as presented in the pro forma financial information.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria and whether the applicable criteria are consistent with the accounting standards adopted by the company involves performing procedures to assess whether the applicable criteria used by the Board of Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, the event or transaction in respect of

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which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the pro forma financial information has been correctly compiled on the basis of the applicable criteria and such basis is consistent with the accounting standards adopted by the Group.

Deloitte AG

Andreas Bodenmann Licensed Audit Expert Auditor in Charge	Fabian Hell Licensed Audit Expert

Basel, 30 March 2023
AB/FH

18.5. Dividend policy

18.5.1. Description of the dividend policy

At the Date of the Exemption Document, Dufry has not adopted any dividend policy.

18.5.2. Dividend per share

For the financial years ended on 31 December 2020, 31 December 2021 and 31 December 2022 the Offeror did not pay dividends.

18.6. Legal and arbitration proceedings

18.6.1. Administrative, judicial or arbitration proceedings and their repercussions

For the 12 months before the Date of Exemption Document and at the Date of the Exemption Document the Dufry Group was not part of any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the it is aware), which may have, or have had in the recent past, significant effects on the Offeror's and/or the Group's financial position or profitability, with exception of the following: Dufry's subsidiaries in Spain which are currently involved in litigation proceedings in local courts against AENA, S.M.E., S.A., as both plaintiffs and defendants, regarding legal consequences of the COVID-19 pandemic for the concession fees at the Spanish airports.

As of 31 December 2022

- the Dufry Group was involved in litigations for approximately CHF 216.2 million against which it has set aside (i) a provision for lawsuits and duties of CHF 43.6 million (Euro 43.4 million), in order to cover potential law suits arising from taxes, duties and concessions in connection with the Group's subsidiaries in Europe, Middle East and Africa; and (ii) a provision of CHF 3 million (Euro 3 million) relating mainly to claims presented by sales staff in the segment "Americas" based on disputes due to the termination of temporary labour contracts.
- the Autogrill Group was involved in litigations for approximately Euro 64.6 million against which it has set aside provisions for Euro 8,133 million.

Following 31 December 2022 and since the Date of the Exemption Document no significant new litigation arise.

18.7. Significant changes in the financial situation of the Offeror

With the sole exception of the Transaction, whose effects are described under Section V of the Exemption Document, the Company is not aware of any significant change in the financial position of the Group since the end of the financial period ended 31 December 2022.

CHAPTER 19 ADDITIONAL INFORMATION

19.1. Share capital

19.1.1. Capital structure

Registered and issued Share Capital

As of the Date of the Exemption Document, the nominal share capital of Dufry as recorded in the Commercial Register is equal to CHF 607,301,680, divided into 121,460,336 fully paid-in registered shares with a nominal value of CHF 5 each. All of the issued shares are registered shares.

Conditional capital

Pursuant to Article 3 bis of the Articles of Incorporation, the share capital of Dufry may be increased in an amount not to exceed CHF 45,398,500, by the issuance of up to 9,079,700 registered shares to be fully paid in with a nominal value of CHF 5 each through the exercise of conversion and/or option rights granted in connection with the issuance of newly or already issued convertible debentures, debentures with option rights or other financing instruments by Dufry or one of the other companies of the New Group (the "**Conditional Capital**").

The Conditional Capital underlies the convertible notes referred to in Section 19.1.4. below.

Authorized capital

Pursuant to Article 3 ter of the Articles of Incorporation, the Board of Directors is authorized to increase the share capital of Dufry in an amount not to exceed CHF 226,992,515 through the issuance of up to 45,398,503 fully paid registered shares with a nominal value of CHF 5 each by not later than 31 August 2024, it being understood that also capital increases in partial amounts are permitted (the "**Authorized Capital**").

The Authorized Capital is designated (i) to allow the Company to issue the required Offered Shares to the remaining shareholders of Autogrill within the context of the Mandatory Exchange Offer and (ii) to have the option to refinance the potential indebtedness incurred for the payment of the Cash Alternative Consideration within the framework of the Combination.

The ordinary Shareholders' Meeting of Dufry to be held on 8 May 2023 is convened, *inter alia*, to resolve on the proposal of (i) replacing the existing Authorized Capital pursuant to Article 3 ter of Dufry's Articles of Incorporation with a capital range (which if approved will have, in all material aspects, the same terms and conditions as such Authorized Capital) which can be used, among others, to serve the Offer Capital Increase and to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of issuance of new Dufry shares; and (ii) creating additional conditional capital for the purposes of having the option to refinance the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of the issue of convertible debt instruments.

Should the Dufry AGM 2023 not approve the resolution on the capital range, the authorized share capital resolved by the extraordinary Shareholders' Meeting of Dufry held on 31 August 2022 will remain in full force and effect.

Offer Capital Increase

On 30 March 2023, the Board of Directors of Dufry unanimously acknowledged and determined that the share capital of the Company will be increased, based on (i) the Authorized Capital or (ii), if approved by the Dufry AGM 2023, the authorization by the Dufry AGM 2023 (capital range pursuant to article 3 ter of the Articles of Incorporation of the Company, which will substitute the authorized share capital and will have, in all material aspects, the same terms and conditions as the authorized share capital), in one or several tranches in a maximum amount of CHF 151,416,220 by issuing up to 30,283,244 fully paid registered shares of the Company with a nominal value of CHF 5.00 each against, and subject to, contribution in kind of up to 191,302,867 ([39]) Autogrill Shares, in order to issue the required Dufry Shares to the Exchange Agent in its own name but for the account of the shareholders of Autogrill (other than Schema Beta) within the framework of the Offer (including a potential reopening of the Tender Period, Sell Out Procedure or Squeeze Out Procedure).

According to the terms resolved by the Board of Directors, within the Offer Capital Increase the existing shareholders' pre-emptive rights will be excluded pursuant to Article 3 ter, Paragraph 4, of the Articles of Incorporation. The Dufry Shares to be issued in the Offer will carry equal rights and restrictions as all outstanding shares of the Company.

In accordance with Swiss law, each tranche of Dufry Shares to be issued will be confirmed and resolved in a separate Board resolution, depending on the number of Autogrill Shares tendered, purchased or squeezed out.

19.1.2. Shares and financial instruments not representing the share capital

As of the Date of the Exemption Document, Dufry has not issued any shares or participation rights not representative of the share capital.

([39]) This number of Autogrill Shares, which is higher than the number of Autogrill Shares Subject of the Offer, also takes into account the treasury shares held by Autogrill as of the Date of the Exemption Document.

19.1.3. Treasury shares

As of the Date of the Exemption Document, Dufry holds 612,337 treasury shares representing 0.67% of Dufry's share capital.

19.1.4. Securities that are convertible, exchangeable or with warrants, with details of how they can be converted, exchanged or subscribed

The following table contains information about the convertible notes issued by Dufry One B.V. and guaranteed by Dufry and other companies of the New Group, which are outstanding as of the Date of the Exemption Document.

Notes	Issuance date	Total amount	Interest Rate	Maturity	Conversion price	Conversion period
2020 Mandatory Convertible Notes	18 November 2020	CHF 69.5 million	4.1%, payable semi-annually in arrears	18 November 2023	CHF 33.22 (subject to adjustments)	From 18 November 2020 to (including) 6 November 2023
2021 Convertible Bonds	23 March 2021	CHF 500 million	0.75% p.a., payable semi-annually (in arrears)	30 March 2026	CHF 87.00 (subject to adjustments)	From 25 May 2021 to (including) 12 March 2026

2020 Mandatory Convertible Notes

On 18 November 2020 Dufry, via its subsidiary Dufry One B.V., placed CHF 69.5 million in bonds due 2023, which are mandatory convertible into registered shares of Dufry and guaranteed by Dufry and certain of its subsidiaries (the "**2020 Mandatory Convertible Notes**"). The 2020 Mandatory Convertible Notes have been issued at par with a denomination of CHF 100,000 per note and carry a coupon of 4.1%, payable semi-annually in arrears. At maturity on 18 November 2023, these bonds will convert to shares at an initial conversion price of CHF 33.22 per share unless previously converted, redeemed, or purchased and cancelled. Such shares will be sourced from Conditional Capital or from existing shares.

The initial conversion price, which is subject to adjustments in accordance with the terms and conditions of the 2020 Mandatory Convertible Notes, is CHF 33.22, corresponding to the reference share price (which was determined in a share placement occurring concurrently with the issuance of the 2020 Mandatory Convertible Notes). The terms and conditions of the 2020 Mandatory Convertible Notes contain customary equity-linked anti-dilution provisions, which provide that in the event of certain corporate actions the mentioned initial conversion price will be adjusted pursuant to, and in accordance with, such terms and conditions.

As of the Date of the Exemption Document, no such adjustment has occurred and, thus, the initial conversion price of the 2020 Mandatory Convertible Notes remains unchanged.

As of the Date of the Exemption Document, none of the 2020 Mandatory Convertible Notes have been converted, redeemed, or purchased and cancelled. The underlying 2,092,113 registered shares to be potentially issued as a result of the conversion of the 2020 Mandatory Convertible Notes represent 2.3% of the issued and listed registered shares of Dufry as of the Date of the Exemption Document.

2021 Convertible Bonds

On 24 March 2021 Dufry, via its subsidiary Dufry One B. V., successfully placed CHF 500 million of senior convertible bonds due in 2026, conditionally convertible into registered shares of Dufry and guaranteed by Dufry and certain of its subsidiaries (the "**2021 Convertible Bonds**"). These convertible bonds have been issued at par with a denomination of CHF 200,000 and carry a coupon of 0.75%, payable semi-annually in arrears. At maturity, on 30 March 2026, these bonds will be redeemed at par unless previously converted, redeemed, or purchased and cancelled. During such time bondholders can opt to convert the bonds at an initial conversion price of CHF 87.00 per share. Such shares will be sourced from Conditional Capital or from existing shares.

The initial conversion price, which is subject to adjustments in accordance with the terms and conditions of the 2021 Convertible Bonds is CHF 87.00, corresponding to a conversion premium of 45% over the reference share price (which was equal to the offer price determined in a concurrent share placement on behalf of certain current and future holders of convertible bonds via an accelerated bookbuilding in order to facilitate hedging for such holders). The terms and conditions of the 2021 Convertible Bonds due 2026 contain customary equity-linked anti-dilution provisions, which provide that in the event of certain corporate actions, the mentioned initial conversion price will be adjusted pursuant to, and in accordance with, such terms and conditions.

As of the date of the Exemption Document, no such adjustment has occurred and, thus, the initial conversion price of 2021 Convertible Bonds is unchanged.

As of the Date of the Exemption Document, none of the 2021 Convertible Bonds have been converted, redeemed, or purchased and cancelled. The underlying 5,747,126 registered shares to be potentially issued as a result of the conversion of the 2021 Convertible Bonds represent 6.3% of the issued and listed registered shares of Dufry as of the Date of the Exemption Document.

Except as represented above, as of the Date of the Exemption Document, Dufry has not issued any convertible securities, exchangeable securities or securities with warrants.

19.1.5. Rights and/or obligations to purchase authorized but unissued capital or undertaking to increase capital

Pursuant to the contractual provisions governing the 2020 Mandatory Convertible Notes, upon the maturity date on 18 November 2023, such notes will mandatorily convert into registered shares of Dufry at a price of CHF 33.22 per share subject to future adjustments, out of either the Conditional Capital or existing shares.

Pursuant to the contractual provisions governing the 2021 Convertible Bonds, upon the maturity date on 30 March 2026, such notes will mandatorily convert into registered shares of Dufry at a price of CHF 87.00 per share save future adjustments, out of either the Conditional Capital or existing shares.

Except as represented above, as of the Date of the Exemption Document, there are no rights and/or obligations to purchase authorised but unissued capital or commitments to increase capital.

19.1.6. Existence of option offers involving the capital of any member of the Group

As of the Date of the Exemption Document, Dufry has adopted the PSU Plan, *i.e.* a share-based compensation plan under which the respective beneficiaries may be granted the conditional right to receive future shares of the Company, if the vesting conditions are met on the vesting date. For additional information on the PSU Plan please refer to Part B, Section II, Chapter 15, Paragraph 15.2 of the Exemption Document.

Except as represented above, as of the Date of the Exemption Document, Dufry has not issued any outstanding warrants or options to acquire shares issued by or on behalf of Dufry.

19.1.7. Changes in share capital over the past three financial years

Below, information is provided in connection to the history of Dufry's share capital, highlighting the relevant changes occurred, during financial years ended 31 December 2022, 31 December 2021 and 31 December 2020.

Financial year ended 31 December 2020

On 23 April 2020, Dufry successfully completed the placement of 5,000,000 new shares and 500,000 treasury shares, by way of an accelerated book building. The 5,000,000 new shares were issued from the existing authorized capital. Thereafter the ordinary share capital amounted to CHF 277,835,830 (55,567,166 shares) and the authorized capital to zero. The change in capital was registered in the Commercial Register on 24 April 2020.

At the ordinary Shareholders' Meeting held on 18 May 2020, shareholders approved the Board of Directors' proposal to increase the previously existing Conditional Capital from CHF 4,442,160 (888,432 shares) to CHF 63,500,000 (12,700,000 shares). The change of the Conditional Capital was registered in the Commercial Register on 19 May 2020.

At the extraordinary Shareholders' Meeting held on 6 October 2020, the shareholders approved the Board of Directors' proposal for an ordinary increase of the share capital by a maximum of up to CHF 123,482,580 (24,696,516 shares). On 20 October 2020, Dufry successfully completed the capital increase in an amount of CHF 123,482,580 (24,696,516 shares). After the capital increase, the ordinary share capital amounted to CHF 401,318,410 (80,263,682 shares). The change in capital was registered in the Commercial Register on 21 October 2020.

On 18 November 2020 Dufry announced the successful completion of the placement of the 2020 Mandatory Convertible Notes.

Financial year ended 31 December 2021

On 24 March 2021, Dufry announced the successful completion of the offering of the 2021 Convertible Bonds. At the same time, Dufry also announced the launch of a voluntary incentive offer to the holders of the existing CHF 350 million 1.0% convertible bonds due 2023, by which Dufry offered such holders an incentive payment for the exercise of their conversion rights within the acceptance period.

On 6 April 2021, Dufry successfully completed this voluntary incentive offer regarding the CHF 350 million 1.0% convertible bonds due 2023. The offer was accepted by holders of such convertible bonds with an aggregate principal amount of CHF 347.6 million (99.3%), who received 10,533,325 fully paid registered Dufry Shares (conversion was effected at a conversion price of CHF

33.00). The remaining 0.7% of the mentioned bonds were, upon exercise of Dufry's clean-up call, redeemed at par in cash. The ordinary share capital of Dufry increased through this bond conversion to CHF 453,985,035 (90,797,007 shares) and the Conditional Capital was reduced to CHF 10,833,375 (2,166,675 shares). The change in the ordinary share capital and Conditional Capital was registered in the Commercial Register on 14 April 2021.

At the annual Shareholders' Meeting held on 18 May 2021, Dufry's shareholders approved the Board of Directors' proposal to increase the remaining Conditional Capital from CHF 10,833,375 (2,166,675 shares) to CHF 45,398,500 (9,079,700 shares) to allow physical settlement of the 2021 Convertible Bonds. The change of the Conditional Capital was registered in the Commercial Register on 19 May 2021.

Financial year ended 31 December 2022

On 11 July 2022 Dufry, Schema Beta and Edizione entered into the Combination Agreement, as amended, pursuant to which:

- at the Closing Date, Dufry issued to Schema Beta the Notes against the transfer, by Schema Beta to Dufry, of a shareholding representing approximately 50.3% of Autogrill's share capital;
- in the context of the Offer, Dufry will offer the Offered Shares out of the Offer Capital Increase to the tendering shareholders of Autogrill electing the Share Consideration.

On 31 August 2022, the extraordinary Shareholders' Meeting of Dufry resolved to amend the Articles of Incorporation in execution of the Combination Agreement, by making, among others, the following amendments and additions:

- the creation of additional conditional capital, distinct from the conditional capital under Article 3 bis of the Articles of Incorporation, in an amount of CHF 153,316,645 by the issuance of up to 30,663,329 fully paid registered shares with a nominal value of CHF 5 each through the exercise of conversion rights granted in connection with the issuance of the Notes by the Company to Schema Beta as consideration for the transfer of the 193,730,675 Autogrill Shares, in accordance with the provisions of the Combination Agreement. Specifically, the mentioned additional conditional capital was created by means of the introduction of a new Article 3 quater of the Articles of Incorporation;
- the creation of the Authorized Capital, in order (i) to allow the Company to issue the required Offered Shares to the shareholders of Autogrill other than Schema Beta within the context of the Mandatory Exchange Offer and (ii) to

have the option to refinance the potential indebtedness incurred for the payment of the Cash Alternative Consideration within the framework of the Combination. Specifically, the Authorized Capital was created by the amendment of Article 3 ter of the Articles of Incorporation.

As regards the conditional capital for the conversion of the Notes pursuant to Article 3 quater of the Articles of Incorporation, on the Closing Date, Schema Beta exercised the conversion right in relation to all the Notes and received the 30,663,329 registered Dufry Shares out of the mentioned conditional capital.

19.2. Articles of incorporation

19.2.1. Registration with the Commercial Register, corporate purpose and aims of Dufry

Dufry is registered with the Commercial Registry of the Canton of Basel-Stadt (Switzerland) under number CHE-110.286.241.

Pursuant to Article 2 of the Articles of Incorporation the purpose of Dufry is to acquire, to hold, to administer continuously, to sell and to finance participations in companies of all kinds in Switzerland and abroad. Furthermore, the Company may open branch offices, subsidiaries and agencies in Switzerland and abroad. Dufry may also acquire, hold and sell real estate; it may grant guarantees or other securities in relation to liabilities of affiliated companies. In addition, the Company may engage in any other commercial, financial and other activities which are linked directly or indirectly to the purpose of Dufry.

19.2.2. Classes of shares, description of rights, privileges and restrictions attached to each class

As of the Date of the Exemption Document, Dufry has only one category of outstanding shares with the following rights, privileges and restrictions attached to them.

Each Dufry Share has a nominal value of CHF 5. Pursuant to Article 10 of the Articles of Incorporation, each share that is recorded as a share with voting rights in the share register confers one vote on its registered holder. However, until 30 June 2029, no shareholder may exercise, directly or indirectly, voting rights with respect to own or represented shares in excess of 25.1% of the share capital registered in the Commercial Register. Legal entities and partnerships or other groups of persons or joint owners who are interrelated to one another through capital ownership, voting rights, uniform management or are otherwise linked as well as individuals or legal entities and partnerships who act in concert or otherwise act in a coordinated manner shall be treated as one single person.

Dufry Shares rank *pari passu in* all respects with each other, including in respect of voting rights, entitlement to dividends, share of the liquidation proceeds in the case of a liquidation of the Company, and pre-emptive rights (*Bezugsrechte*). The Company does not have any shares carrying preferential rights.

19.2.3. Provisions in the Articles of Incorporation that could have the effect of delaying, deferring, or preventing a change in Dufry's control structure

Pursuant to Article 10, Paragraph 2, of the Articles of Incorporation, until 30 June 2029, no shareholder may exercise, directly or indirectly, voting rights with respect to own or represented shares in excess of 25.1% of the share capital registered in the Commercial Register. Legal entities and partnerships or other groups of persons or joint owners who are interrelated to one another through capital ownership, voting rights, uniform management or are otherwise linked as well as individuals or legal entities and partnerships who act in concert or otherwise act in a coordinated manner shall be treated as one single person.

Except as represented above, Dufry's Articles of Incorporation do not contain any other provision that would have an effect of delaying, deferring or preventing a change in control of Dufry.

CHAPTER 20 MATERIAL AGREEMENTS

20.1. Summary of material contracts

At 31 December 2022 the debt arising from the contracts described below is equal to approximately to CHF 3,402.5 million (Euro 3,438.3 million). At the Date of the Exemption Document, the clauses of these agreements that entail limitations on the use of the financial resources of the aforesaid groups (financial and non-financial *covenants, negative pledges, events of default, cross default,* etc.) have been complied with.

As of 31 December 2022 the outstanding amount of the financing agreements providing for covenants to be measured amounted to CHF 5,112.2 million (5,166.0 million), consisting of CHF 2,993.0 million Senior Notes (Euro 3,024.5 million) and an RCF credit line of CHF 2,063.3 million (Euro 2,085 million) and a Covid-loan in UK of CHF 55.9 million (Euro 56.5 million). It should be noted that the Senior Notes and RCF credit line also provide restrictions on the use of capital resources of the Dufry Group.

As of 31 December 2022, the aggregate amount outstanding under the Ancillary Facilities of the RCF is equal to Euro 237,288,873. Ancillary Facilities are part of the Revolving Credit Facility, therefore being subject to the same covenants thereof, and are temporarily used to issue bank guarantees. For further details, please refer to Paragraph 20.1.5 below.

More information on the Group's borrowings which are subject to covenants and, in particular, the amount of debt subject to waiver at of the Date of the Exemption Document can be found in Chapter 8, Paragraph 8.1. of the Exemption Document.

20.1.1. Euro 800,000,000.00 2.500% Senior Guaranteed Notes due 2024

On 24 October 2017, Dufry One B.V. ("**Dufry One**") offered Euro 800,000,000.00 principal amount of its 2.500% senior notes due 2024 (the "***2017 Issuance***") fully and unconditionally guaranteed by Dufry (in such capacity, the "**Parent Guarantor**") (the "**2017 Notes**"), governed by, and construed in accordance with, the laws of the State of New York and the terms and conditions of the "Offering Memorandum" (as amended by means of a consent solicitation statement dated 7 February 2020, the "**2017 OM**").

The 2017 Notes had been issued under an indenture (the "**2017 Indenture**") dated 24 October 2017, among, *inter alia*, Dufry One, the Parent Guarantor, Wells Fargo Bank, National Association, as trustee (the "**Trustee**") and Société Générale Bank & Trust as, *inter alia*, principal paying agent (the "**Principal Paying Agent**").

Interest on the 2017 Notes accrued from the issue date (*i.e.* 24 October 2017, the "**Issue Date**") of the 2017 Notes and have been paid semi-annually in arrears on 15 April and 15 October of each year, commencing 15 April 2018. The 2017 Notes will mature on 15 October 2024 (the "**Maturity Date**"), and upon surrender, will be repaid at 100% of the principal amount thereof together with any accrued and unpaid interest, if any.

Until the Date of the Exemption Document, Dufry One has fulfilled its payment obligations under the 2017 Issuance.

The following table shows the ratings of the 2017 Notes as of the Date of the Exemption Document Date provided by certain independent rating agencies, also indicated in the table below.

Agency	Credit Rating	Loss Given Default (LGD) Assessment (1) / Recovery Rating (2) (3)	Outlook	Last rating action
Moody's	B1	**LGD**: 4(50%), *i.e.* indicating an expectation of loss in the event of default approximately equal to half the principal outstanding and interests accrued at the date of default.	Stable	13 April 2021
S&P	BB-	**Recovery rating**: 3(50%), *i.e.* indicating an expectation of recovery in the event of default approximately equal to half the principal outstanding and interests accrued at the date of default.	CreditWatch Positive	28 March 2023

(1) Loss Given Default (LGD) assessment represents a metric used by Moody's in order to measure the expected loss given default on fixed income obligations and it is expressed both as (i) a number comprised in a range from 1 to 6 (*i.e.* the lower the number the lower the expected loss range in the event of default) and (ii) a percentage of principal and accrued interest at the resolution of the default. An LGD assessment (or rate) is the expected LGD (namely the difference between value received at default resolution and principal outstanding and accrued interest due at resolution) divided by the expected amount of principal and interest due at resolution. LGD assessments are assigned to individual loan, bond, and preferred stock issues.

(2) Recovery rating is a metric used by S&P in order to measure the expected recovery in the event of a payment default of a specific issue, and is expressed as (i) a number comprised in a range from 1+ to 6 (*i.e.*, the lower the number the higher the expectation of full recovery in the event of default) and (ii) a percentage of recovery in the event of default. The recovery rating is not linked to, or limited by, the issuer credit rating or any other rating, and provides a specific opinion about the expected recovery.

(3) It should be noted that subject to the last rating action indicated in the third column of the table are only credit ratings. With regard to both the LGD Assessment and Recovery rating of the 2017 Notes, the relevant rating date is 9 October 2017.

Redemption

Mandatory Redemption: with the exception of the occurrence of a change of control, Dufry One is not required to make mandatory redemption or sinking fund payments with respect to the 2017 Notes. Upon the occurrence of a change of control, unless Dufry One has exercised its right to redeem the 2017 Notes, each holder of the 2017 Notes (the "**2017 Noteholders**") will have the right to require Dufry One or Dufry to purchase all or a portion (equal to Euro 100,000 or an integral multiple of Euro 1,000 in excess thereof) of such 2017 Noteholder's 2017 Notes pursuant an offer at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the rights of the 2017 Noteholders on the relevant record date to receive interest due on the relevant interest payment date.

Optional Redemption: the 2017 Notes will be redeemable, at Dufry One's option, in whole or in part, at any time and from time to time on and after 15 October 2020 and prior to the Maturity Date.

Acknowledgements, representations and warranties

Pursuant to the 2017 OM, Dufry One has made certain acknowledgements, representations and warranties in favor of the 2017 Noteholders in line with market practice for similar transactions.

Events of Default

If an event of default (other than a default relating to certain events of bankruptcy, insolvency or reorganization of Dufry) occurs and is continuing under the 2017 Indenture, the Trustee by notice to Dufry, or the 2017 Noteholders of at least 30% in principal amount of the outstanding 2017 Notes by notice to Dufry and the Trustee, may declare the principal of and accrued but unpaid interest on all the 2017 Notes to be due and payable. Upon the effectiveness of such a declaration, such principal and interest will be due and payable immediately.

Notwithstanding the foregoing, if an event of default relating to certain events of bankruptcy, insolvency or reorganization of Dufry or a subsidiary which is a "*significant subsidiary*" of Dufry within the meaning of Rule 1-02 under Regulation S-X (the "**Significant Subsidiary**") occurs and is continuing, the principal of and accrued but unpaid interest on all the 2017 Notes will become immediately due and payable without any declaration or other act on the part of the Trustee or any 2017 Noteholders. Under certain circumstances, the 2017 Noteholders of a majority in principal amount of the outstanding 2017 Notes may rescind any such acceleration with respect to the 2017 Notes and its consequences.

For purposes of the following an "Event of Default" as defined in the 2017 Indenture includes, *inter alia*:

(i) a default in any payment of interest or additional amounts, if any, on any 2017 Note when due, continued for 30 days;

(ii) a default in the payment of principal of any 2017 Note when due, whether at its stated maturity, upon optional redemption, upon required repurchase, upon declaration of acceleration or otherwise;

(iii) the failure by Dufry One or Dufry to comply with its obligations under the covenant described under the 2017 OM and related to the merger and consolidation of Dufry;

(iv) the failure by Dufry One or Dufry to comply for 45 days after notice with any of its obligations triggered by a change of control, as described before;

(v) the failure by Dufry One to comply for 60 days after notice with its other agreements contained in the 2017 Notes or the 2017 Indenture;

(vi) the failure by Dufry or any subsidiary guarantor to comply for 45 days after notice with its obligations under its Note Guarantee ([40]);

(vii) the failure by Dufry or any subsidiary to pay any indebtedness within any applicable grace period after final maturity or the acceleration of any such indebtedness by the holders thereof because of a default, if the total amount of such indebtedness so unpaid or accelerated exceeds $75 million or its foreign currency equivalent; *provided* that no default or Event of Default will be deemed to occur with respect to any such accelerated indebtedness that is paid or otherwise acquired or retired within 30 business days after such acceleration (the "cross acceleration provision");

(viii) certain events of bankruptcy, insolvency or reorganization of Dufry or a Significant Subsidiary, or of other subsidiaries that are not Significant Subsidiaries but would in the aggregate constitute a Significant Subsidiary if considered as a single entity (the "bankruptcy provisions"); or

(ix) the rendering of any judgment or decree for the payment of money in an amount (net of any insurance or indemnity payments actually received in respect thereof prior to or within 90 days from the entry thereof, or to be received in respect thereof in the event any appeal thereof shall be unsuccessful) in excess of $75 million or its foreign currency equivalent against Dufry or a Significant Subsidiary, or jointly and severally against other subsidiaries that are not Significant Subsidiaries but would in the aggregate constitute a Significant Subsidiary if considered as a single entity, that is not discharged, or bonded or insured by a third person, if such

([40]) Means the 2017 Notes and Dufry One's obligations under the 2017 Indenture fully and unconditionally guaranteed on a senior basis by Dufry and certain of Dufry's Subsidiaries judgment or decree remains outstanding for a period of 90 days following such judgment or decree and is not discharged, waived or stayed (the "judgment default provision").

Obligations and covenants

Pursuant to the 2017 OM, Dufry One has undertaken certain obligations in favor of the 2017 Noteholders in line with market practice for similar transactions.

In addition, the 2017 OM provides for certain commitments to which Dufry One or Dufry will be bound for so long as the 2017 Notes are outstanding, including complying, *inter alia*, with the following covenants:

(a) Dufry One will conduct no business or any other activities other than that of financing the business operations of Dufry's subsidiaries through the borrowing of indebtedness and the on-lending of the proceeds thereof to Dufry (including a successor company) or to subsidiaries of Dufry (including a successor company) on substantially the same terms as such indebtedness and activities incidental thereto; and

(b) Dufry (including a successor company) will maintain a 100% direct or indirect equity ownership of Dufry One.

Moreover Dufry One has undertaken to comply with the following financial parameters:

Financial Parameter	Target (1)	Value on the reporting date 31 December 2022
Leverage (Net Debt/CORE EBITDA)	=<4.5 (waived at the reporting date due to covenant holiday)	4.84
Interest Cover (CORE EBITDA/Total interest expense excluding lease interest)	=>3 (waived at the reporting date due to covenant holiday)	4.92
Minimum Liquidity	=>CHF 300m (waived at the reporting date due to covenant holiday)	854.7

(1) As represented in Section I, Chapter 8, Paragraph 8.1. of the Exemption Document, please note that due to covenant holiday agreement the testing was suspended in the first and second quarters of 2022 and until June 2023 (included), which is why the covenant amounts as per 31 December 2022 does not constitute a valid test. Pursuant to the said agreement, the September and December 2023 testing require a (i) =<5x Net Debt/CORE EBITDA before the Company will return to its 4.5x Net Debt/CORE EBITDA threshold in 2024 and (ii) a =>3 Interest Cover (CORE EBITDA/Total interest expense), which will remain at this value until 2026. As regards the Minimum Liquidity Covenant, it will not be applicable after 30 June 2023.

20.1.2. Euro 750,000,000.00 2.000% Senior Guaranteed Notes due 2027

On 6 November 2019, Dufry One offered Euro 750,000,000.00 principal amount of its 2.000% senior notes due 2027 (the "**2019 Issuance**") fully and unconditionally guaranteed by Dufry (the "**2019 Notes**"), governed by, and constructed in accordance with, the laws of the State of New York and the terms and conditions of the "Offering Memorandum" (the "**2019 OM**").

The 2019 Notes had been issued under an indenture (the "**2019 Indenture**") dated 20 November 2019, among, *inter alia*, Dufry One, Dufry, as guarantor, Wells Fargo Bank, National Association, as trustee (the "**Trustee**") and Société Générale Bank & Trust as, *inter alia*, principal paying agent (the "**Principal Paying Agent**").

Interest on the 2019 Notes accrued from the issue date (*i.e.* 20 November 2019, the "**Issue Date**") of the 2019 Notes and have been paid semi-annually in arrears on February 15 and August 15 of each year, commencing 15 February 2020. The 2019 Notes will mature on 15 February 2027 (the "**Maturity Date**"), and upon surrender, will be repaid at 100% of the principal amount thereof together with any accrued and unpaid interest, if any.

Until the Date of the Exemption Document, Dufry One has fulfilled its payment obligations under the 2019 Issuance.

The following table shows the ratings of the 2019 Notes as of the Date of the Exemption Document Date provided by certain independent rating agencies, also indicated in the table below.

Agency	Credit Rating	Loss Given Default (LGD) Assessment (1) / Recovery Rating (2) (3)	Outlook	Last rating action
Moody's	B1	**LGD**: 4(50%), *i.e.* indicating an expectation of loss in the event of default approximately equal to half the principal outstanding and interests accrued at the date of default.	Stable	13 April 2021
S&P	BB-	**Recovery rating**: 3(50%), *i.e.* indicating an expectation of recovery in the event of default approximately equal to half the principal outstanding and interests accrued at the date of default.	CreditWatch Positive	28 March 2023

(1) Loss Given Default (LGD) assessment represents a metric used by Moody's in order to measure the expected loss given default on fixed income obligations and it is expressed both as (i) a number comprised in a range from 1 to 6 (*i.e.* the lower the number the lower the expected loss range in the event of default) and (ii) a percentage of principal and accrued interest at the resolution of the default. An LGD assessment (or rate) is the expected LGD (namely the difference between value received at default resolution and principal outstanding and accrued interest due at resolution) divided by the expected amount of principal and interest due at resolution. LGD assessments are assigned to individual loan, bond, and preferred stock issues.

(2) Recovery rating is a metric used by S&P in order to measure the expected recovery in the event of a payment default of a specific issue, and is expressed as (i) a number comprised in a range from 1+ to 6 (*i.e.*, the lower the number the higher the expectation of full recovery in the event of default) and (ii) a percentage of recovery

in the event of default. The recovery rating is not linked to, or limited by, the issuer credit rating or any other rating, and provides a specific opinion about the expected recovery.

(3) It should be noted that subject to the last rating action indicated in the third column of the table are only credit ratings. With regard to the (i) LGD Assessment of the 2019 Notes, the relevant rating date is 14 November 2019 and (ii) Recovery rating of the 2019 Notes, the relevant rating date is 6 November 2019.

Redemption

Mandatory Redemption: with the exception of the occurrence of a change of control, Dufry One is not required to make mandatory redemption or sinking fund payments with respect to the 2019 Notes. Upon the occurrence of a change of control with respect to the 2019 Notes, unless Dufry One (or another person on behalf of Dufry One) has exercised its right to redeem the 2019 Notes, each holder of the 2019 Notes (the "**2019 Noteholders**") will have the right to require Dufry One or Dufry to purchase all or a portion (equal to Euro 100,000 or an integral multiple of Euro 1,000 in excess thereof) of such 2019 Noteholder's 2019 Notes pursuant an offer at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the rights of 2019 Noteholders on the relevant record date to receive interest due on the relevant interest payment date.

Optional Redemption: the 2019 Notes will be redeemable on any one or more occasions, at Dufry One's option, at any time prior to the Maturity Date.

Acknowledgements, representations and warranties

Pursuant to the 2019 OM, Dufry One has made certain acknowledgements, representations and warranties in favor of the 2019 Noteholders in line with market practice for similar transactions.

Events of Default

If an event of default (other than a default relating to certain events of bankruptcy, insolvency or reorganization of Dufry) occurs and is continuing under the 2019 Indenture, the Trustee by notice to Dufry, or the 2019 Noteholders of at least 30% in principal amount of the outstanding 2019 Notes by notice to Dufry and the Trustee, may declare the principal of and accrued but unpaid interest on all the 2019 Notes to be due and payable. Upon the effectiveness of such a declaration, such principal and interest will be due and payable immediately.

Notwithstanding the foregoing, if an event of default relating to certain events of bankruptcy, insolvency or reorganization of Dufry or a subsidiary which is a "*significant subsidiary*" of Dufry within the meaning of Rule 1-02 under Regulation S-X (the "**Significant Subsidiary**") occurs and is continuing, the principal of and accrued but unpaid interest on all the 2019 Notes will become immediately due and payable without any declaration or other act on the part of the Trustee or any 2019 Noteholders. Under certain circumstances, the 2019 Noteholders of a majority in principal amount of the outstanding 2019 Notes may rescind any such acceleration with respect to the 2019 Notes and its consequences.

For purposes of the following, an "Event of Default" as defined in the 2019 Indenture includes:

(i) a default in any payment of interest or additional amounts, if any, on any 2019 Note when due, continued for 30 days;

(ii) a default in the payment of principal of any 2019 Note when due, whether at its stated maturity, upon optional redemption, upon required repurchase, upon declaration of acceleration or otherwise;

(iii) the failure by Dufry One to comply for 60 days after notice with its other agreements contained in the 2019 Notes or the 2019 Indenture;

(iv) the failure by Dufry or any subsidiary to pay any indebtedness within any applicable grace period after final maturity or the acceleration of any such indebtedness by the holders thereof because of a default, if the total amount of such indebtedness so unpaid or accelerated exceeds $75.0 million or its foreign currency equivalent; *provided* that no default or Event of Default will be deemed to occur with respect to any such accelerated indebtedness that is paid or otherwise acquired or retired within 30 business days after such acceleration (the "cross acceleration provision");

(v) certain events of bankruptcy, insolvency or reorganization of Dufry or a Significant Subsidiary, or of other subsidiaries that are not Significant Subsidiaries but would in the aggregate constitute a Significant Subsidiary if considered as a single entity (the "bankruptcy provisions");

(vi) the rendering of any judgment or decree for the payment of money in an amount (net of any insurance or indemnity payments actually received in respect thereof prior to or within 90 days from the entry thereof, or to be received in respect thereof in the event any appeal thereof shall be unsuccessful) in excess of $75.0 million or its foreign currency equivalent against Dufry or a Significant Subsidiary, or jointly and severally against other subsidiaries that are not Significant Subsidiaries but would in the aggregate constitute a Significant Subsidiary if considered as a single entity, that is not discharged, or bonded or insured by a third Person, if such judgment or decree remains outstanding for a period of 60 days following such judgment or decree and is not discharged, waived or stayed (the "judgment default provision"); or

Obligations and covenants

Pursuant to the 2019 OM, Dufry One has undertaken certain obligations in favor of the 2019 Noteholders in line with market practice for similar transactions.

In addition, the 2019 OM provides for certain commitments to which Dufry One or Dufry will be bound for so long as the 2019 Notes are outstanding, including complying, *inter alia*, with the following covenants:

(a) Dufry One will conduct no business or any other activities other than that of financing the business operations of Dufry's subsidiaries through the borrowing of indebtedness and the on-lending of the proceeds thereof to Dufry (including a successor company) or to subsidiaries of Dufry (including a successor company) on substantially the same terms as such indebtedness and activities incidental thereto; and

(b) Dufry (including a successor company), will maintain a 100% direct or indirect equity ownership of Dufry One.

Moreover Dufry One has undertaken to comply with the following financial parameters:

Financial Parameter	Target (1)	Value on the reporting date 31 December 2022
Leverage (Net Debt/CORE EBITDA)	=<4.5 (waived at the reporting date due to covenant holiday)	4.84
Interest Cover (CORE EBITDA/Total interest expense excluding lease interest)	=>3 (waived at the reporting date due to covenant holiday)	4.92
Minimum Liquidity	=>CHF 300m (waived at the reporting date due to covenant holiday)	854.7

(1) As represented in Section I, Chapter 8, Paragraph 8.1. of the Exemption Document, please note that due to covenant holiday agreement the testing was suspended in the first and second quarters of 2022 and until June 2023 (included), which is why the covenant amounts as per 31 December 2022 does not constitute a valid test. Pursuant to the said agreement, the September and December 2023 testing require a (i) =<5x Net Debt/CORE EBITDA before the Company will return to its 4.5x Net Debt/CORE EBITDA threshold in 2024 and (ii) a =>3 Interest Cover (CORE EBITDA/Total interest expense), which will remain at this value until 2026. As regards the Minimum Liquidity Covenant, it will not be applicable after 30 June 2023.

20.1.3. CHF 500,000,000 Guaranteed Senior Convertible Bonds due 2026

On 30 March 2021 Dufry One B.V. issued CHF 500,000,000.00 guaranteed senior convertible bonds due 2026 (the "**2021 Convertible Bonds**"), convertible into Dufry Shares fully and irrevocably guaranteed by Dufry and by Dufry International AG and Dufry Financial Services B.V (the "**Subsidiary Guarantors**"), governed by, and construed in accordance with, the laws of Switzerland. The terms and conditions of the 2021 Convertible Bonds (the "**Terms of the 2021 Convertible**

Bonds") are set out in the of the "Prospectus" for the 2021 Convertible Bonds dated 9 July 2021 (the "**2021 Prospectus**"). The 2021 Convertible Bonds are admitted to trading and listed on the SIX Swiss Exchange.

The 2021 Convertible Bonds will mature on 30 March 2026 (the "**Maturity Date**").

The aggregate principal amount of the 2021 Convertible Bonds of CHF 500,000,000 is divided into bonds with a principal amount of CHF 200,000 each (the "**Principal Amount**").

The 2021 Convertible Bonds bear interest on their Principal Amount from and including 30 March 2021 (the "**Closing Date**") at the rate of 0.75 % per annum, payable semi-annually in arrears on each 30 March and 30 September in each year, commencing on 30 September 2021 (the "**Interest Payment Date**").

Until the Date of the Exemption Document, Dufry One has fulfilled its payment obligations under the 2021 Convertible Bonds.

Dufry One has not requested a rating for the 2021 Convertible Bonds.

Redemption

Unless previously converted, redeemed, or purchased and cancelled, Dufry One will redeem the 2021 Convertible Bonds at the Principal Amount on the Maturity Date. Moreover:

- subject to a period of not less than 30 nor more than 60 calendar days' prior notice, Dufry One may:
  (a) redeem all the 2021 Convertible Bonds at any time after the Closing Date and prior to the Maturity Date at the Principal Amount, together with accrued but unpaid interest if less than 15% of the aggregate principal amount of the 2021 Convertible Bonds originally issued are outstanding and held by persons other than Dufry as guarantor (in such capacity, the "**Parent Guarantor**") and any of its subsidiaries, at the time of the notice; or
  (b) redeem all the outstanding 2021 Convertible Bonds if the VWAP ([41]) of a Dufry Share on the relevant exchange on each of at least 20 out of

([41]) Means the volume-weighted average price per Share (or other security, as the case may be) on the relevant exchange published by Bloomberg Page DUFN SW Equity HP (setting VWAP AUTO) or, if there is none, such other source as shall be determined to be appropriate by the common expert selected by the Offeror and the Paying and Conversion Agent by mutual agreement (in accordance with the relevant provisions of the 2021 Prospectus) on such trading day, provided that if on any such trading day where such price is not available or cannot otherwise be determined as provided above, the volume-weighted average price of a Share (or other security, as the case may be) in respect of such trading day shall be the volume-weighted average price, determined as provided above, on the immediately preceding trading day on which the same can be so determined, all as determined by the Paying and Conversion Agent.

30 consecutive trading days is equal to or exceeds 130% of CHF 87.00 (the "**Conversion Price**") in effect on each of such trading day.

The holders of 2021 Convertible Bonds may request the Early Redemption of the 2021 Convertible Bonds:

(a) if the Shares are delisted from the SIX Swiss Exchange without being listed on another exchange;

(b) upon the occurrence of a change of control.

Events of Default

If an Event of Default occurs, the holders' representative has the right but not the obligation to serve a written notice of default upon Dufry One, such notice having the effect that the 2021 Convertible Bonds shall become immediately due and repayable at the Principal Amount plus any unpaid accrued, on the day the default notice is given.

For purposes of the following an "Event of Default" means:

(i) any failure by (A) Dufry One (I) to pay any amount of the 2021 Convertible Bonds when due or (II) to deliver Shares and/or to make Cash Payments for Fractions[42] upon conversion when due, or (B) any guarantor to pay any amount under its guarantee, and such failure in the case of (A) or (B) continues for a period of thirty (30) business days; or

(ii) any failure is made in the performance or observance of any material covenant, condition or provision which is to be performed or observed by Dufry One under the terms and conditions of the 2021 Convertible Bonds or by any guarantor under its guarantee and insofar as the holders' representative considers such default to be materially prejudicial to the interests of the holders of the 2021 Convertible Bonds and such default continues for a period of 60 calendar days following the service by the holders' representative on Dufry One or the relevant guarantor, as the case may be, of a notice requiring such failure to be remedied; or

(iii) any other present or future indebtedness of Dufry One, the Parent Guarantor or any subsidiary for or in respect of monies borrowed or raised is not paid when due or, as the case may be, within any applicable grace period, or becomes due and payable prior to its stated maturity as a result of an event of default (howsoever described), or any security in respect of any such indebtedness becomes enforceable or any guarantee of, or indemnity in

([42]) Means a cash payment made in CHF in the amount of the closing price on the trading day immediately preceding the relevant Conversion Date multiplied by the fraction as calculated in accordance with the relevant terms and conditions of the 2021 Bonds respect of, any such indebtedness given by Dufry One, the Parent Guarantor or any Subsidiary is not honored when due and called upon or, as the case may be, within any applicable grace period, provided that no such event shall be taken into account for the purposes of this paragraph (iii) unless the relative indebtedness, either alone or when aggregated with other indebtedness relative to all, if any, other such events which shall have occurred and are continuing, has an outstanding nominal value of USD 75,000,000 (or its equivalent in another currency) or less; or

(iv) Dufry One, any guarantor or a material subsidiary of Dufry One ([43]) is (or is deemed by law or a court to be) insolvent or bankrupt or unable to pay its debts, stops or suspends payment of all or a material part of its debts, proposes or makes a stay of execution; or

(v) a postponement of payments (*Stillhaltevereinbarung*), a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any such debts or a moratorium or postponement of payments is agreed or declared in respect of or affecting all or any part of (or of a particular type of) the debts of Dufry One, any guarantor or a Material Subsidiary; or

(vi) Dufry One, any guarantor or a Material Subsidiary alters its legal or commercial structure through bankruptcy, liquidation, disposal of all or a substantial part of its assets, changes the objects of the company and/or commercial activities or merges, in so far as the relevant action has or may have a material adverse effect on the capacity of Dufry One to meet its obligations in connection with the 2021 Convertible Bonds or the capacity of any guarantor to meet its obligations in connection with its guarantee now or in the future, unless in the sole opinion of the holders' representative the situation the measures taken by Dufry One include adequate protection of the holders of the 2021 Convertible Bond; or

(vii) a dissolution or merger involving Dufry One or any guarantor as a result of which Dufry One or such guarantor is not the surviving company, unless the successor company assumes all Dufry One's or such guarantor's liabilities; or

(viii) any guarantee ceases to be, or is claimed by the relevant guarantor not to be, in full force and effect, other than as a result of a release of any guarantees provided by any subsidiary guarantors in accordance with its terms; or

([43]) Considered as a subsidiary which contributed at least 10% to the consolidated assets or the consolidated net sales of the Parent Guarantor.

(ix) the Parent Guarantor enters into any transaction as a result of which the Conversion Price would be required to be adjusted in accordance with the relevant terms and conditions of the 2021 Convertible Bonds which adjustment would result in the Conversion Price falling below the then prevailing nominal value of a Company's share.

Obligations and covenants related to the 2019 OM

Pursuant to the Terms of the 2021 Convertible Bonds, Dufry One has undertaken certain obligations in favor of the holders of the 2021 Convertible Bonds in line with market practice for similar transactions.

In particular, so long as any 2021 Convertible Bond remains outstanding, Dufry One will not create or have outstanding any mortgage, charge, pledge, lien or other form of encumbrance or security interest upon the whole or any part of its assets or revenues, present or future, to secure any indebtedness represented or evidenced by notes, bonds, debentures or other securities or to secure any guarantee or indemnity in respect of such indebtedness unless, at the same time or prior thereto, Dufry One's obligations under the 2021 Convertible Bonds (i) are secured equally and ratably therewith by such encumbrance or security interest or benefit from a guarantee or indemnity in substantially identical terms thereto, as the case may be or, (ii) have the benefit of such other security, guarantee, indemnity or other arrangement as shall be approved by the holders' representative in its discretion.

Moreover Dufry One has undertaken to comply with the following financial parameters:

Financial Parameter	Target (1)	Value on the reporting date 31 December 2022
Leverage (Net Debt/CORE EBITDA)	=<4.5 (waived at the reporting date due to covenant holiday)	4.84
Interest Cover (CORE EBITDA/Total interest expense excluding lease interest)	=>3 (waived at the reporting date due to covenant holiday)	4.92
Minimum Liquidity	=>CHF 300m (waived at the reporting date due to covenant holiday)	854.7

(1) As represented in Section I, Chapter 8, Paragraph 8.1. of the Exemption Document, please note that due to covenant holiday agreement the testing was suspended in the first and second quarters of 2022 and until June 2023 (included), which is why the covenant amounts as per 31 December 2022 does not constitute a valid test. Pursuant to the said agreement, the September and December 2023 testing require a (i) =<5x Net Debt/CORE EBITDA before the Company will return to its 4.5x Net Debt/CORE EBITDA threshold in 2024 and (ii) a =>3 Interest Cover (CORE EBITDA/Total interest expense), which will remain at this value until 2026. As regards the Minimum Liquidity Covenant, it will not be applicable after 30 June 2023.

20.1.4. CHF 300,000,000 3.625% Guaranteed Senior Notes due 2026 and Euro 725,000,000 3.375% Guaranteed Senior Notes due 2028 (the "2021 Issuance")

On 15 April 2021 Dufry One offered (i) CHF 300,000,000.00 principal amount of its 3.625% senior notes due 2026 (the "**CHF 2021 Notes**"), and (ii) Euro 725,000,000.00 principal amount of its 3.375% senior notes due 2028 (the "**Euro 2021 Notes**" and, together with the CHF 2021 Notes, the "**2021 Notes**"), fully and unconditionally guaranteed by Dufry and by Dufry International AG and by Dufry Financial Services B.V (the "**Subsidiary Guarantors**"), governed by, and construed in accordance with the laws of the State of New York. The terms and conditions of the 2021 Notes (the "**Terms of the 2021 Notes**") are set out in the 2021 Indenture (as defined below) and described in the "Offering Memorandum" for the Notes dated 15 April 2021(the "**2021 OM**").

The 2021 Notes had been issued under an indenture (the "**2021 Indenture**") dated 22 April 2021, among, *inter alia*, Dufry One, Dufry AG, the Subsidiary Guarantors, Wells Fargo Bank, National Association, as trustee (the "**Trustee**") and Elavon Financial Services DAC as, *inter alia*, principal paying agent (the "**Principal Paying Agent**").

Interest on the 2021 Notes accrued from the issue date (*i.e.* 22 April 2021, the "**Issue Date**") of the 2021 Notes and have been paid semi-annually in arrears on 15 April and 15 October of each year, commencing 15 October 2021. The Euro 2021 Notes and the CHF 2021 Notes were issued and will mature respectively on 15 April 2026 and on 15 April 2028 (each a "**Maturity Date**"), and upon surrender, will be repaid at 100% of the principal amount thereof together with any accrued and unpaid interest, if any.

Until the Date of the Exemption Document, Dufry One has fulfilled its payment obligations under the CHF 2021 Notes and the Euro 2021 Notes.

The following table shows the ratings of the CHF 2021 Notes as of the Date of the Exemption Document Date provided by certain independent rating agencies, also indicated in the table below.

Agency	Credit Rating	Loss Given Default (LGD) Assessment (1) / Recovery Rating (2) (3)	Outlook	Last rating action
Moody's	B1	**LGD**: 4(50%), *i.e.* indicating an expectation of loss in the event of default approximately equal to half the principal outstanding and interests accrued at the date of default.	Stable	13 April 2021

S&P	BB-	**Recovery rating**: 3(50%), *i.e.* indicating an expectation of recovery in the event of default approximately equal to half the principal outstanding and interests accrued at the date of default.	CreditWatch Positive	28 March 2023

(1) Loss Given Default (LGD) assessment represents a metric used by Moody's in order to measure the expected loss given default on fixed income obligations and it is expressed both as (i) a number comprised in a range from 1 to 6 (*i.e.* the lower the number the lower the expected loss range in the event of default) and (ii) a percentage of principal and accrued interest at the resolution of the default. An LGD assessment (or rate) is the expected LGD (namely the difference between value received at default resolution and principal outstanding and accrued interest due at resolution) divided by the expected amount of principal and interest due at resolution. LGD assessments are assigned to individual loan, bond, and preferred stock issues.

(2) Recovery rating is a metric used by S&P in order to measure the expected recovery in the event of a payment default of a specific issue, and is expressed as (i) a number comprised in a range from 1+ to 6 (*i.e.*, the lower the number the higher the expectation of full recovery in the event of default) and (ii) a percentage of recovery in the event of default. The recovery rating is not linked to, or limited by, the issuer credit rating or any other rating, and provides a specific opinion about the expected recovery.

(3) It should be noted that subject to the last rating action indicated in the third column of the table are only credit ratings. With regard to the (i) LGD Assessment, the relevant rating date of the CHF 2021 Notes is 13 April 2021 and (ii) Recovery rating of the CHF 2021 Notes, the relevant rating date is 20 April 2021.

Redemption

Mandatory Redemption: with the exception of the occurrence of a change of control, Dufry One is not required to make mandatory redemption or sinking fund payments with respect to the 2021 Notes. Upon the occurrence of a change of control, unless Dufry One has exercised its right to redeem the 2021 Notes, each holder of the 2021 Notes (the "**2021 Noteholders**") will have the right to require Dufry One or Dufry to purchase all or a portion (equal to Euro 100,000 or an integral multiple of Euro 1,000 in excess thereof in case of Euro 2021 Notes, and equal to CHF 150,000 or an integral multiple of CHF 1,000 in excess thereof in case of CHF 2021 Notes) of its 2021 Notes at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase, subject to the rights of the 2021 Noteholders on the relevant record date to receive interest due on the relevant interest payment date.

Optional Redemption: the 2021 Notes will be redeemable on any one or more occasions, at Dufry One's option, at any time prior to the Maturity Date at varying redemption prices. The CHF 2021 Notes will be redeemable, at Dufry One's option, in whole but not in part, at any time and from time to time on and after 15 April 2024 and prior to the Maturity Date at varying redemption prices, plus accrued and unpaid interest and additional amounts, if any, to the relevant redemption date.

Events of Default

If an event of default (other than a default relating to certain events of bankruptcy, insolvency or reorganization of Dufry) occurs and is continuing under the 2021 Indenture, the Trustee by notice to Dufry, or the 2021 Noteholders of at least 30% in principal amount of the outstanding 2021 Notes by notice to Dufry and the Trustee, may declare the principal of and accrued but unpaid interest on all the 2021 Notes to be due and payable. Upon the effectiveness of such a declaration, such principal and interest will be due and payable immediately.

Notwithstanding the foregoing, if an event of default relating to certain events of bankruptcy, insolvency or reorganization of Dufry or a subsidiary which is a "*significant subsidiary*" of Dufry within the meaning of Rule 1-02 under Regulation S-X (the "**Significant Subsidiary**") occurs and is continuing, the principal of and accrued but unpaid interest on all the 2021 Notes will become immediately due and payable without any declaration or other act on the part of the Trustee or any 2021 Noteholders. Please consider that, under certain circumstances, the majority of the 2021 Noteholders of the outstanding 2021 Notes may rescind any such acceleration with respect to the 2021 Notes.

For purposes of the following, an "Event of Default" as defined in the 2021 Indenture includes, *inter alia*:

(i) a default in any payment of interest or additional amounts, if any, on any 2021 Note when due, continued for 30 days;

(ii) a default in the payment of principal of any 2021 Note when due, whether at its stated maturity, upon optional redemption, upon required repurchase, upon declaration of acceleration or otherwise;

(iii) the failure by Dufry One or the Company to comply for 60 days after notice with its other commitments contained in the 2021 Notes or the 2021 Indenture;

(iv) the failure by Dufry or any subsidiary to pay any indebtedness within any applicable grace period after final maturity or the acceleration of any such indebtedness by the holders thereof because of a default, if the total amount of such indebtedness so unpaid or accelerated exceeds CHF 75 million or its foreign currency equivalent; *provided* that no default or Event of Default will be deemed to occur with respect to any such accelerated indebtedness that is paid or otherwise acquired or retired within 30 business days after such acceleration (the "cross acceleration provision");

(v) certain events of bankruptcy, insolvency or insolvent reorganization of Dufry or a Significant Subsidiary, or of other subsidiaries that are not Significant

Subsidiaries but would in the aggregate constitute a Significant Subsidiary if considered as a single entity (the "bankruptcy provisions");

(vi) the rendering of any judgment or decree for the payment of money in an amount (net of any insurance or indemnity payments actually received in respect thereof prior to or within 90 days from the entry thereof, or to be received in respect thereof in the event any appeal thereof shall be unsuccessful) in excess of CHF 75 million or its foreign currency equivalent against Dufry or a Significant Subsidiary, or jointly and severally against other subsidiaries that are not Significant Subsidiaries but would in the aggregate constitute a Significant Subsidiary if considered as a single entity, that is not discharged, or bonded or insured by a third person, if such judgment or decree remains outstanding for a period of 60 days following such judgment or decree and is not discharged, waived or stayed (the "judgment default provision"); or

(vii) the failure of any Note Guarantee by the Company or a Subsidiary Guarantor that is a Significant Subsidiary to be in full force and effect (except as contemplated by the terms thereof or of the Indenture) or the denial or disaffirmation in writing by the Company or any Subsidiary Guarantor that is a Significant Subsidiary of its obligations under the Indenture or its Note Guarantee, if such Default continues for 20 days.

Obligations and covenants

Pursuant to the Terms of the 2021 Notes, Dufry One has undertaken certain obligations in favor of the 2021 Noteholders in line with market practice for similar transactions.

In particular, the Terms of the 2021 Notes provide for certain commitments to which Dufry One or Dufry will be bound for so long as the 2021 Notes are outstanding, including complying, *inter alia*, with the following covenants:

(a) Dufry One will conduct no business or any other activities other than that of financing the business operations of Dufry's subsidiaries through the borrowing of indebtedness and the on-lending of the proceeds thereof to Dufry (including a successor company) or to subsidiaries of Dufry (including a successor company) on substantially the same terms as such indebtedness and activities incidental thereto; and

(b) Dufry (including a successor company), will maintain a 100% direct or indirect equity ownership of Dufry One.

Moreover Dufry One has undertaken to comply with the following financial parameters:

Financial Parameter	Target [1]	Value on the reporting date 31 December 2022
Leverage (Total Drawn Debt/CORE EBITDA)	=<4.5 (waived due to covenant holiday)	4.84
Interest Cover (CORE EBITDA/Total interest expense)	=>3 (waived due to covenant holiday)	4.92
Minimum Liquidity	=>CHF 300m (waived due to covenant holiday)	854.7

[1] As represented in Chapter 8, Paragraph 8.1. of the Exemption Document, please note that due to covenant holiday agreement the testing was suspended as per 31 December 2022 and until June 2023 (included) which is why the covenant amounts as per 31 December does not constitute a valid test. The September and December 2023 testing require a 5x Net Debt/CORE EBITDA before the company will return to its 4.5x Net Debt/CORE EBITDA threshold in 2024. The Minimum Liquidity Covenant will not be applicable after 30 June 2023 and the 2 remaining covenants - Leverage Covenant and Interest Cover - have a contractually agreed dynamic feature due to covenant holiday.

20.1.5. Revolving Credit Facilities Agreement

On 20 December 2022, Dufry AG, as guarantor (the "**Parent**"), Hudson Group (HG), INC ("**Hudson Group**"), as borrower in connection with Facility A (as defined below), Dufry International AG and Dufry Financial Services B.V., as borrowers in connection with the Facilities (as defined below) (respectively, "**Dufry International**" and "**Dufry Financial Services**" and, collectively, the "**Facility B Borrowers**"; and, the Facility B Borrowers, together with Hudson Group, the "**Facility A Borrowers**", being the Facility A Borrowers and the Facility B Borrowers, collectively, the "**Borrowers**"), on one side, and Banco Bilbao Vizcaya Argentaria, S.A. ("**BBVA**"), Banco Santander, S.A. ("**BS**"), Bank of America Europe Designated Activity Company ("**Bank of America**"), BNP Paribas (Suisse) SA ("**BNPP**"), Credit Suisse (Switzerland) Ltd. ("**CS**"), HSBC Bank plc ("**HSBC**"), ING Bank N.V., Sucursal en España ("**ING**"), UBS Switzerland AG ("**UBS AG**"), UniCredit Bank AG ("**UCI**"), Mediobanca International (Luxembourg) S.A. ("**Mediobanca**"), Commerzbank Aktiengesellschaft ("**Commerzbank**"), Landesbank Baden-Württemberg ("**Landesbank**"), Raiffeisen Bank International AG ("**Raiffeisen AG**"), Goldman Sachs Bank USA ("**Goldman Sachs**"), Banco BPM S.p.A. ("**BBPM**"), Morgan Stanley Bank, N.A. ("**Morgan Stanley**") and Banque Cantonale Vaudoise, as lenders, *inter alia*, in connection with Facility A (as defined below) ("**BCV**" and, together with BBVA, BS, Bank of America, BNPP, CS, HSBC, ING, UBS AG, UCI, Mediobanca, Commerzbank, Landesbank, Raiffeisen AG, Goldman Sachs, BBPM and Morgan Stanley, collectively, the "**Facility A Lenders**"), UBS AG and Raiffeisen Schweiz Genossenschaft, as lenders in connection with Facility B (as defined below) ("**Raiffeisen Schweiz**" and, together with UBS AG, collectively, the "**Facility B Lenders**"), on the other side, entered into a revolving credit facilities agreement governed by English law, pursuant to which the Facility A Lenders granted to the Facility A Borrowers a revolving credit facility for a maximum amount equal to

Euro 1,960,000,000 (the "**Facility A**") and the Facility B Lenders granted to the Facility B Borrowers a revolving credit facility for a maximum amount equal to Euro 125,000,000 (the "**Facility B**" and, together with the Facility A, collectively, the "**Facilities**"), such amounts to be applied towards the financing of working capital and general corporate purposes of the Dufry Group and the repayment of any existing financial indebtedness of any member of the same (the "**Revolving Credit Facilities Agreement**"). The Revolving Credit Facility has a maturity date fixed at December 2027.

In relation to each utilisation under the Facilities, the relevant Borrower shall pay a variable interest rate consisting, *inter alia*, of a floating rate plus a margin, which varies depending on Dufry's credit rating, and, in the case of loans in USD only, a credit adjustment spread.

In addition to the Facilities, also ancillary facilities may be established, from time to time for the benefit of the Borrowers and their respective affiliates, in accordance with the terms and conditions provided for under the Revolving Credit Facilities Agreement (the "**Ancillary Facilities**"). The Ancillary Facilities are conceived as a limited part of both Facility A and Facility B and are subject to specific limit amounts, lower than maximum amounts of both Facility A and Facility B. More in detail, the Ancillary Facilities may be granted by the Lenders provided that, among other things:

(a) the proposed lending commitment amount under the Ancillary Facility is equal to or less than the relevant Lender's available amount of lending commitment under Facility A or Facility B on the date on which the Ancillary Facility becomes available; and

(b) the proposed lending commitment amount under the Ancillary Facility will not, when aggregated with the lending commitment amounts of (i) all other Ancillary Facilities in effect on the date on which the Ancillary Facility becomes available and (ii) all outstanding letters of credit under the Revolving Credit Facilities Agreement and (iii) all outstanding bank guarantees under the Revolving Credit Facilities Agreement, exceed a total combined limit of Euro 800,000,000 applicable across Facility A and Facility B or, if less, the aggregate available lending commitments amounts under Facility A and Facility B (the "**Letter of Credit, Bank Guarantee and Ancillary Limit**").

In addition, Dufry shall ensure that the aggregate of all the lending commitment amounts under the Ancillary Facility does not at any time exceed the Letter of Credit, Bank Guarantee and Ancillary Limit.

The terms applicable to each Ancillary Facility shall be as agreed between the relevant lender under the Ancillary Facility and the relevant Borrower (or Dufry on behalf of that Borrower), provided that utilisations under an Ancillary Facility shall be used only for the general corporate purposes of the Group.

As of the Date of the Exemption Document, the amounts outstanding under the Revolving Credit Facilities Agreement are equal to USD 443,000,000.00 (Euro 413,800,000.00). Furthermore, as of the Date of the Exemption Document, the Borrowers have been granted the following Ancillary Facilities in the following amounts, all already drawn down in order to cover outstanding bank guarantees: i) Euro 30,000,000 from BNPP, ii) Euro 27,474,591.25 from ING, iii) Euro 16,456,494 from ING, iv) USD 32,500,000 from Bank of America (Euro 30,357,788), v) Euro 8,000,000 from CS, vi) Euro 25,000,000 from UBS AG, vii) Euro 30,000,000 from BS and viii) Euro 70,000,000 from BBVA. In light of the above, as of 31 December 2022, the aggregate amount outstanding under the Ancillary Facilities is equal to Euro 237,288,873.

The Revolving Credit Facilities Agreement provides for certain representations, information undertakings, financial covenants and events of default to, *inter alia*, the Borrowers.

In the table below are indicated the financial parameters Dufry has undertaken to comply with pursuant to the Revolving Credit Facilities Agreement.

Financial Parameter	Target (1)	Value on the reporting date 31 December 2022
Leverage (Net Debt/CORE EBITDA)	=<4.5 (waived at the reporting date due to covenant holiday)	4.84
Interest Cover (CORE EBITDA/Total interest expense excluding lease interest)	=>3 (waived at the reporting date due to covenant holiday)	4.92
Minimum Liquidity	=>CHF 300m (waived at the reporting date due to covenant holiday)	854.7

(1) As represented in Section I, Chapter 8, Paragraph 8.1. of the Exemption Document, please note that due to covenant holiday agreement the testing was suspended in the first and second quarters of 2022 and until June 2023 (included), which is why the covenant amounts as per 31 December 2022 does not constitute a valid test. Pursuant to the said agreement, the September and December 2023 testing require a (i) =<5x Net Debt/CORE EBITDA before the Company will return to its 4.5x Net Debt/CORE EBITDA threshold in 2024 and (ii) a =>3 Interest Cover (CORE EBITDA/Total interest expense), which will remain at this value until 2026. As regards the Minimum Liquidity Covenant, it will not be applicable after 30 June 2023.

As to the general undertakings, under the Revolving Credit Facilities Agreement, no member of the Dufry Group shall – for so long as any amount is outstanding under the finance documents relating to the Revolving Credit Facilities Agreement or any commitment in connection to the Facilities is in force – *inter alia*: (i) make any capital contribution to any person, invest or acquire any security or interest issued by any person or going concern of substantially the whole of the assets or business of any person; (ii) enter into a single transaction or a series of transactions (whether voluntary or involuntary) in order or sell, lease, transfer or otherwise dispose of any asset, save otherwise permitted under the Revolving Credit Facilities Agreement.

The Revolving Credit Facilities Agreement also provides for certain events of default, including, *inter alia*, the lack of compliance with the financial covenants provided for under the Revolving Credit Facilities Agreement and the occurrence of a cross-default, triggered in the event that any financial indebtedness of any member of the Dufry Group: (i) is not paid when due (nor within any applicable grace period); (ii) becomes (or any relevant creditor becomes entitled to declare it) due and payable prior to its specified maturity; or (iii) any related commitment is cancelled or suspended by any relevant creditor, as a result of an event of default (as described therein). No such event of default shall be triggered as a consequence of a cross-default if the aggregate amount of the relevant financial indebtedness is lower than CHF 50,000,000.00 (or its equivalent in any other currency). Furthermore, cross-default scenarios may: (i) give rise to an acceleration event, entailing the cancellation of all the amounts still outstanding under the Facilities and/or in the declaration that such amounts shall be deemed to be due and payable, together with any amount accrued under the other finance documents pertaining the Revolving Credit Facilities Agreement; or (ii) result in the declaration that the full cash cover in respect of each Letter of Credit or Bank Guarantee (such terms as defined therein) shall be deemed to be due and payable.

The Revolving Credit Facilities Agreement provides for mandatory prepayment and cancellation events, *inter alia*, in case of the occurrence of: (i) a disposal of all (or substantially all) of the Dufry Group or the assets of the Dufry Group (whether in a single transaction or a series of related transactions); or (ii) a change of control event, defined as the event in which any person has the power to manage or direct the Parent through ownership of share capital, or holds directly or indirectly (x) more than 50 per cent of the issued share capital of the Parent; or (y) issued share capital enabling the right to more than 50 per cent of the votes capable of being cast in shareholders' meetings of the Parent; or (z) the right to determine the composition of the majority of the board of directors or equivalent body of the Parent.

In these events, *inter alia*, any Lender shall not be obliged to fund an utilisation of the Facilities or of an Ancillary Facility; and (iii) the Facilities shall immediately be cancelled and all the utilisations still outstanding under the Facilities, the Ancillary Facilities, the full cash cover in respect of each Letter of Credit, Bank

Guarantee (as defined therein) or a contingent liability under an Ancillary Facility, shall become immediately due and payable (together with interest, and all other amounts accrued under the finance documents relating to the Revolving Credit Facilities Agreement).

Any of the Borrowers may also voluntarily prepay its utilisations under the Facilities, in whole or also in part (only for an amount that reduces the base currency amount of the relevant utilization by a minimum of Euro 5,000,000.00), upon prior, irrevocable, written notice.

In March 2023 Dufry International AG initiated the process to request, pursuant to the Revolving Credit Facilities Agreement, the increase of up to Euro 665.000.000,00 of the lending commitment under the Facilities with the same fixed maturity date of the existing Facilities (*i.e.* December 2027)(the "**Accordion Increase Request**").

The increase in the Facilities commitments will occur only if the requested increased commitments are assumed by one or more existing or new lenders willing to provide such increase.

The increase in the lending commitment under the Facilities will provide additional flexibility to the New Group for the repayment of any existing financial indebtedness and/or for general corporate purposes.

In this context, the Offeror intends to use a portion of the amounts available under the Facilities and/or cash flow under the balance sheet to refinance Autogrill's outstanding debt, equal to Euro 560.3 million at the Date of the Exemption Document. Such refinancing will not have any impact on the New Group gross financial indebtedness.

On 28 and 29 March 2023, the Offeror received commitments under the Accordion Increase Request for a total amount of Euro 180 million, of which: (i) Euro 150 million will expire within 3 calendar months if the final accordion documentation is not executed within the same term; and (ii) Euro 30 million will expire within 2 calendar months if the final accordion documentation is not executed within the same term and is subject to the repayment and cancellation of existing Autogrill debt (which shall be repaid and canceled within the fifth business day following the settlement of the Offer, or by 30 September 2023, if earlier).

The negotiations with the lenders for the additional commitments are still ongoing.

20.2. Agreements entered into in the context of the Combination

On 11 July 2022, Dufry, on the one hand, and Schema Beta and Edizione, on the other hand (the "**Parties**"), entered into an agreement concerning the strategic combination of Dufry's and Autogrill's businesses (the "**Combination Agreement**") to be realized, in first place, by means of the transfer to Dufry of the entire shareholding held in Autogrill by Schema Beta, equal to approximately 50.3% of Autogrill's share capital, in exchange for the issuance and delivery to Schema Beta of convertible non-interest bearing notes with an aggregate principal amount of CHF 1,255,969,955.84 (the "**Notes**"), mandatorily convertible into an aggregate of 30,663,329 Dufry Shares, on the basis of the Exchange Ratio, as defined below (altogether, the "**Transfer**"). The Combination Agreement was subsequently amended on 27 July 2022, 16 January 2023 and 2 February 2023.

The Transfer was effective on the Closing Date, following, among others, the obtainment by Dufry of all relevant regulatory approvals. On the Closing Date, Schema Beta exercised its right of conversion of the Notes in their entirety, receiving an aggregate of 30,663,329 Dufry Shares.

Furthermore, pursuant to the Combination Agreement, Dufry entered into additional agreements in the context of the Combination, the most significant of which are described below, following the description of the main provisions of the Combination Agreement.

20.2.1 Combination Agreement

By means of the Combination Agreement, the Parties set forth the terms and conditions governing the overall Combination involving both the Transfer and subsequent Offer.

The Combination Agreement is governed by the laws of Switzerland, excluding the UN Convention on Contracts for the International Sale of Goods. Without prejudice to the right of each Party to seek injunctive relief with any court of competent jurisdiction, any dispute, claim, difference or controversy arising out of or in connection with the Combination Agreement, shall be referred to and finally resolved by arbitration under the Rules of Arbitration of the International Chamber of Commerce.

Exchange Ratio

As regards the Transfer, the Parties agreed, among others, an exchange ratio of 0.1582781301928567 ([44]) Dufry Share for 1 Autogrill Share (the "**Exchange Ratio**"), based on which Schema Beta received 30,663,329 Dufry Shares,

([44]) For the purposes of determining the Share Consideration of the Offer, a four-decimal number has been applied and, consequently, the exchange ratio was rounded up to 0.1583.

corresponding to 25.248% of the registered share capital of Dufry upon the conversion of the Notes (in their entirety), delivered to Schema Beta against the transfer to Dufry of the Majority Stake.

The Exchange Ratio has been agreed within the negotiations among the Parties of the Combination Agreement also taking into account the 3-months VWAP of the Autogrill and the Dufry Shares prior to 14 April 2022 included, *i.e.* (i) an evaluation of the Dufry Shares (without dividend right attached) equal to CHF 40.96, corresponding to Euro 39.71, for each Dufry Share, and (ii) an evaluation of the Autogrill Shares equal to Euro 6.33 for each Autogrill Share (no dividend right attached), corresponding to CHF 6.53.

Mandatory Exchange Offer

Pursuant to the Combination Agreement:

- all Autogrill Shares tendered to the Mandatory Exchange Offer (during the Tender Period or any extension or reopening thereof in accordance with applicable law) or acquired by Dufry by virtue of the Sell Out or Squeeze Out Procedure shall be delivered in exchange for Dufry Shares or against payment of the Cash Alternative Consideration;
- Dufry and Schema Beta have agreed to cooperate in the drafting of the Offer Document;
- the Parties undertook not to take any action that may give rise to a mandatory increase of the consideration in the Offer in the cases provided for by law, including, to the extent applicable, those referred to in Articles 42, paragraphs 2 or 3, and/or 50, paragraph 5, letter (d), of the Issuers' Regulation;
- if, as a result of the Mandatory Exchange Offer or otherwise, Dufry is bound to purchase all remaining Autogrill Shares pursuant to the Sell Out Procedure, Dufry shall (i) carry out the Sell Out Procedure in accordance with applicable law and (ii) following the completion thereof, refrain from restoring the free float of Autogrill, thus permitting the delisting of the Autogrill Shares from the Euronext Milan. If, as a result of the Mandatory Exchange Offer or the Sell Out Procedure, as the case may be, the conditions contemplated in Article 111 of the CFA are fulfilled, Dufry shall exercise its right to buy out the remaining outstanding Autogrill Shares in accordance with applicable law.

The Parties also agreed that any change in the terms and conditions of the Mandatory Exchange Offer permitted under applicable law will have to be passed upon and approved by the Board of Directors of Dufry.

According to the Combination Agreement, the Mandatory Exchange Offer will be financed through:

(i) the issuance of the Offered Shares out of the Authorized Capital, pursuant to the Offer Capital Increase, and their delivery to the Autogrill shareholders electing to tender their Autogrill Shares;

(ii) the entering, by Dufry, into the Bridge Facilities Agreement.

Pursuant to the Combination Agreement, with respect to any capital increase of Dufry (except with respect to capital increases in the context of business combinations or similar transactions) to be completed within 24 months from Closing, Dufry, Edizione and Schema Beta shall discuss and agree in good faith the relevant terms and conditions, including (i) in the case of a rights offering, the treatment and mechanics for the subscription of shares for which no pre-emptive rights to subscribe to the offered shares have been exercised by shareholders and (ii) in the case of a capital increase in which pre-emptive rights are fully or partially excluded, the mechanics for Schema Beta's indirect pro-rata participation, it being understood that in any case Schema Beta shall be directly or indirectly granted the right to participate in the capital increase in proportion to its then shareholdings in Dufry (except in a capital increase in the context of a business combination or similar transaction).

Undertakings relating to the general Shareholders' Meeting of Autogrill

Pursuant to the Combination Agreement, Dufry undertook to vote at the next shareholders' meeting of Autogrill in favour of a proposed resolution concerning the full and irrevocable (to the maximum extent permitted under applicable law) discharge of liability in favour of the directors and statutory auditors of Autogrill in relation to the performance of their respective offices, except in the case of actions carried out with willful misconduct/fraud (*dolo*) (45).

Dufry undertook not to bring, and not to vote in favour of the relevant resolutions in the general shareholders' meeting, actions for damages against all directors and statutory auditors of Autogrill and/or any Autogrill Group company who held office up to the date of closing of the Transfer, except in the case of actions carried out with willful misconduct/fraud (*dolo*).

Representation and warranties

(45) In this regard, on 13 March 2023, Dufry proposed to Autogrill's shareholders' meeting convened for 19 April 2023 to resolve to irrevocably waive, except for cases of wilful misconduct/fraud, the right to bring any action pursuant to Articles 2393 and 2407 of the Italian Civil Code against the directors and the statutory auditors in office prior to 3 February 2023 in relation to the performance of their respective offices in Autogrill from the date of their appointments and until 3 February 2023.

Pursuant to the Combination Agreement, Edizione and Schema Beta (i) made representations and warranties, in favour of Dufry, in line with market practice for similar transactions, and (ii) assumed indemnification obligations, in favour of Dufry, subject to customary limitations typical for transactions of the same kind.

These representations and warranties concern, among others:

a) compliance matters of Schema Beta and/or Edizione, Autogrill and the other companies of the Autogrill Group (i.e. fundamental representations and warranties), including, (i) the valid existence and duly organization of Schema Beta and each company of the Autogrill Group; (ii) the capitalization of Autogrill, e.g. share capital, voting rights, treasury shares and convertible securities; (iii) the existence of the relevant powers and authorizations of Schema Beta and Edizione to enter into the Combination Agreement; (iv) the ownership of the Majority Stake;

b) business matters of Autogrill and the other companies of the Autogrill Group, including (i) the fair representation of the financial condition of the Autogrill Group and the compliance with the applicable law of the consolidated financial statements of Autogrill for the year ended on 31 December 2021 and (ii) the full force and effect of as well as the absence of any material breach in relation to any material contract entered into by the companies of Autogrill Group, as identified in the Combination Agreement. Other representations and warranties related to business concern, among others, tax matters, litigation, properties, intellectual properties, data privacy and security.

Likewise, Dufry (i) made representations and warranties in favour of Edizione and Schema Beta in line with market practice for similar transactions and (ii) assumed indemnification obligations in favour of Edizione and Schema Beta, subject to customary limitations typical for transactions of the same type. More in detail, also the representations and warranties made by Dufry in favour of Edizione and Schema Beta concern compliance and business matters and cover aspects substantially equivalent, *mutatis mutandis*, to those covered by the representations and warranties made by Edizione and Schema Beta, as described above.

Pursuant to the Combination Agreement, representations and warranties concerning compliance matters as well as the Parties' respective covenants and agreements have survived the Closing in accordance with the applicable statute of limitations. Except in case of fraud, representation and warranties concerning business matters have not survived the Closing pursuant to the Combination Agreement.

Indemnifications

The Combination Agreement sets out the following remedies:

- if the breach (i) is based on fraud and relates to any representation made by Edizione or Schema Beta concerning business matters, as identified in the Combination Agreement, or (ii) relates to the representation made by Edizione or Schema Beta concerning compliance matters, as identified in the Combination Agreement, or (ii) relates to any covenant or agreement made by Schema Beta in the Combination Agreement, Schema Beta is required to pay to Dufry the losses suffered or incurred by Dufry or Autogrill or their subsidiaries as a result of such breach, as quantified pursuant to Combination Agreement;
- if the breach (i) is based on fraud and relates to any representation made by Dufry concerning business matters, as identified in the Combination Agreement, or (ii) relates to the representation made Dufry concerning compliance matters, as identified in the Combination Agreement, or (ii) relates to any covenant or agreement made by Dufry in the Combination Agreement, Dufry shall pay to Schema Beta the losses suffered or incurred by Schema Beta as a result of such breach as quantified pursuant to the Combination Agreement.

20.2.2 Relationship Agreement

Pursuant to the Combination Agreement, on the Closing Date, Dufry, on the one hand, and Schema and Edizione, on the other hand, (the "**Parties**") entered into a long-term relationship agreement, subsequently amended on March 30, 2023 - which underlines the commitment of Edizione as a long-term strategic anchor shareholder supporting the enhanced strategy of the combined entity - in order to agree certain governance matters in relation to the New Group. The Relationship Agreement is governed by the laws of Switzerland.

More in detail, the Relationship Agreement establishes certain conditions - as regards, among others, the governance matters indicated below - that have to be satisfied as from the Closing Date and at any time thereafter, so long as Schema Beta holds, directly or indirectly, a number of Dufry Shares exceeding the 15% of Dufry's share capital or the lower percentage resulting from a dilutive transaction of Dufry (such as, for example, capital increases or mergers) other than capital increase with pre-emptive rights in favour of all Dufry shareholders (the "**Relevant Period**").

The Relationship Agreement will remain in full force until the date falling on the tenth anniversary of the Closing Date and continue to remain in full force for a further additional period of 10 years, unless terminated by any of the Parties in accordance with the terms of the Relationship Agreement.

In the event that Schema Beta's shareholding in Dufry falls below the 15% threshold referred to above as a result of a merger, capital increase or other transaction with respect to which Schema Beta has not been granted preemption rights, Edizione, Schema Beta and Dufry shall negotiate in good faith the representation of Schema Beta on the board of directors of Dufry and in board committees, as well as its other governance rights, pursuant to the Relationship Agreement, it being understood that if no agreement is reached, the original terms of the Relationship Agreement shall remain effective and binding.

Composition of the Board of Directors

During the Relevant Period, the Board of Directors shall:

– be composed of 12 members, the majority of whom shall be independent within the meaning of the ISS Guidelines, and comprise at least 4 females;

– propose to Shareholders' Meeting of Dufry to elect as members of the Board of Directors three directors designated by Schema Beta (each a "**Schema Beta Designated Director**" and, collectively, the "**Schema Beta Designated Directors**"). Schema Beta shall have the right - at its discretion - to propose the election of less than three Schema Beta Designated Directors;

– appoint: (i) one of the Schema Beta Designated Directors, indicated by Schema Beta, as honorary chairperson of the Board of Directors, who shall be involved, in coordination with the Chairman of the Board of the Directors, in the organization, execution and control of the activities of shareholder engagement, with particular regard to major shareholders of Dufry; and (ii) two Schema Beta Designated Directors as vice-chairpersons of the Board of Directors; one or both vice-chairpersons, together with the Group CEO, shall focus on the Autogrill and Dufry integration matters and advise the Board of Directors on the status and progress of integration matters.

Composition of the Board Committees

As regards the Board Committees, during the Relevant Period:

– all Board Committees shall be composed of four members;

– Schema Beta has the right to be represented on the Audit Committee by one Schema Beta Designated Director (who shall not be appointed as chairperson of such committee), provided that such Schema Beta Designated Director (i) is not an executive of the New Group, (ii) has the required financial expertise and (iii) is independent according to the Swiss Code of Best Practice for Corporate Governance. The other three members of the Audit Committee shall be independent within the meaning of the ISS Guidelines;

– Schema Beta has the right to be represented on the Remuneration Committee by one Schema Beta Designated Director (who shall not be appointed as chairperson of such committee), provided that such Schema Beta Designated Director is not an executive of the New Group. The other three members of the Remuneration Committee shall be independent within the meaning of the ISS Guidelines;

– Schema Beta has the right to be represented on the Nomination Committee by one Schema Beta Designated Director (who shall not be appointed as chairperson of such committee), who does not need to qualify as independent director within the meaning of the ISS Guidelines;

– Schema Beta has the right to be represented on the ESG Committee by one Schema Beta Designated Director (who shall not be appointed as chairperson of such committee), who does not need to qualify as independent director within the meaning of the ISS Guidelines; and

– the Board of Directors shall appoint a four member Strategy and Integration Committee, which shall have the powers and duties indicated in Part B, Section II, Chapter 14, Paragraph 14.3.4 of the Exemption Document and shall be composed of (i) the Chairman of the Board of Directors, (ii) two Schema Beta Designated Directors designated by Schema Beta, and (iii) one independent director. The Group CEO and the Chairman of the New Group's North America business shall always be invited to attend the Strategy and Integration Committee meetings.

Schema Beta lock-up commitment

For a period of 2 years from the of Closing Date, Schema Beta shall not sell, transfer, or otherwise dispose of any of its Dufry Shares except for transfers in favour of companies controlled by Schema Beta, controlling Schema Beta or under common control with Schema Beta. This lock-up commitment will cease in the event that:

(i) one or more candidates as Schema Beta Designated Directors (including any substitutes) are not approved as candidates by the Board of Directors, or are not elected for any reason by the Shareholders' Meeting;

(ii) Dufry enters into a "dilutive" transaction (excluding the case of a cash capital increase) without the favourable vote or prior consent of the Schema Beta Designated Directors or Schema Beta, respectively; or

(iii) a public tender offer is launched for the Dufry Shares.

Exercise of voting rights

The Schema Beta Designated Directors, Edizione, and Schema Beta shall be free to exercise their voting rights in the Board of Directors and in the Shareholders' Meeting, respectively, it being understood that if the majority of the Schema Beta Designated Directors have voted (at the meeting of the Board of Directors) in favour of a proposal at the Shareholders' Meeting of Dufry, then Schema Beta shall vote (at the Shareholders' Meeting) in favour of such proposal.

20.2.3 Bridge Facilities Agreement

On 3 February 2023, Dufry International AG, as company, original borrower and original guarantor (the "**Company**"), Dufry Financial Services B.V., as original borrower and original guarantor (and, jointly with the Company, the "**Borrowers**" and the "**Guarantors**") and Dufry AG, as parent (the "**Parent**"), on one side, and ING Bank N.V., Sucursal en España ("**ING**") and UniCredit Bank AG ("**UCI**"), as global coordinators, bookrunners and mandated lead arrangers and original lenders, UBS AG London Branch ("**UBS**") and Credit Suisse (Switzerland) Ltd. ("**CS**"), as bookrunners and mandated lead arrangers and original lenders, Banco Bilbao Vizcaya Argentaria, S.A. ("**BBVA**"), Banco Santander, S.A. ("**BS**"), Bank of America Europe Designated Activity Company ("**Bank of America**"), BNP Paribas Fortis SA/NV ("**BNPP Fortis**"), BNP Paribas SA ("**BNPP**"), HSBC Bank plc ("**HSBC**") and Mediobanca International (Luxembourg) S.A. ("**Mediobanca**" and, together with ING, UCI, UBS, CS, BBVA, BS, Bank of America, BNPP Fortis, BNPP and HSBC, jointly, the "**Lenders**"), as original lenders, UCI, as cash confirmation issuing bank (the "**Cash Confirmation Issuing Bank**") and ING Bank N.V., London Branch, as agent of the other finance parties (the "**Agent**"), on the other side, entered into a "*Bridge Facilities Agreement*" governed by English law, pursuant to which:

(A) the Lenders made available to the Borrowers the following bridge facilities for a maximum amount (in aggregate) equal to Euro 1,215,000,000:

  (i) a euro bridge term loan facility in an aggregate amount equal to Euro 650,000,000 (the "**Facility A**"); and

  (ii) a euro bridge term loan facility in an aggregate amount equal to the Euro 565,000,000 (the "**Facility B**"),

  (the Facility A and the Facility B, jointly, the "**Facilities**"), for the purpose of financing *inter alia* the payment of the Cash Alternative Consideration due to the tendering shareholders of Autogrill (respectively, the "**Tendering Shareholders**" and "**Target**"), in the context of the Mandatory Exchange Offer launched by the Parent;

(B) the Cash Confirmation Issuing Bank undertook to issue the cash confirmation for the purposes of article 37-*bis*, paragraph 3, letter (a) of the CONSOB Regulation No. 11971 dated 14 May 1999 in respect of any Public Offer (the "**Cash Confrmation**"), upon irrevocable instructions by the Parent and the Company, under the terms and the conditions set out thereunder

(the "**Bridge Facilities Agreement**" or the "**BFA**").

The Bridge Facilities Agreement provides for a certain funds period, starting from and including the completion date of the Combination to and including the final day of the availability period (as set out under the BFA), subject in any case to the lack of any "Certain Funds Default" under the BFA.

In relation to the above, it should be noted that the Facilities may not be drawn down unless certain conditions precedent are met, without prejudice to the Original Lenders' ability to waive them.

These conditions precedent include conditions in line with practice for similar transactions:

(A) some of which already occurred, including *inter alia*:

  (a) the issue of legal opinions;

  (b) the delivery of the articles of incorporation of inter alios the Borrowers and the Offeror;

  (c) the adoption of any necessary corporate approvals in relation to the financing transaction by the competent corporate bodies of the relevant obligor;

  (d) the execution of certain fee letters;

  (e) the obtainment of certain waivers with reference to the existing Autogrill Group's debt; and

(B) some of which still pending as of the date hereof, including *inter alia*:

  (a) evidence of the issuance of the relevant Cash Confirmation;

  (b) evidence of the expiry of the Offer Period in relation to the Initial Offer;

(c) the delivery of copy of the final draft of the Notice of the Final Results of the Offer (as well as, in case of reopening of the tender period, the final draft of the notice of the results of the reopening);

(d) a certificate from Dufry International AG certifying that no amendments will be made to that final draft and setting out details of tendering Autogrill shareholders that have opted for the Cash Alternative Consideration in lieu of the Share Consideration;

(e) a funds flow statement describing in reasonable details the proposed movement of funds on the proposed utilisation date;

(f) evidence that the fees, costs and expenses due by Dufry International AG have been paid or will be paid by or on the relevant utilisation date or, if earlier, were paid when due

Payment of interest

Each loan under the Facilities will bear, for each interest period (of one, three or six months), an interest rate *per annum* equal to the sum of the applicable EURIBOR and the applicable margin, in a range between 3.75% *p.a.* and 7.50% *p.a.* based on the relevant period, subject in any case to any default interest.

Repayment of the Facilities

The amounts borrowed under the Facilities shall be repaid in full by the relevant Borrower on the date falling 6 months after the date of the Bridge Facilities Agreement, with respect to Facility A and Facility B, save for:

(A) any automatic extension (in case any Public Offer is still ongoing/scheduled to start), to the date falling:

  (i) 9 months after the date of the BFA, with respect to the Facility A; and

  (ii) 12 months after the date of the BFA, with respect to the Facility B,

  (any of the above extensions, an "**Automatic Extension**");

(B) any extension at the option of Dufry International AG up to the date falling:

  (i) 9 months after the date of the BFA, with respect to the Facility A; and

  (ii) 12 months after the date of the BFA, with respect to the Facility B, subject to the following conditions, in any case to the extent that no Automatic Extension has been triggered (with respect to Facility A and/or Facility B, as applicable):

(i) the sending by the Company of an irrevocable extension notice to the Agent prior to the original termination date;

(ii) the sending of a notice by the Agent informing each Lender of the receipt of the notice *sub* (i) by the Company;

(iii) no default is continuing or would result from the proposed extension and the repeating representations to be made by each obligor pursuant to the Bridge Facilities Agreement are true in all material respects on the date of any extension request and on the relevant original termination date,

in each case, subject to the payment of an extension fee by the Company on the original termination date

Voluntary prepayment

In accordance with the provisions of the Bridge Facilities Agreement, after the last day of the availability period applicable to the relevant Facility (or, if earlier, the day on which the relevant available Facility is zero), any of the Borrowers may also voluntary prepay any utilizations under the Facilities, in whole or also in part (but, if in part, only for an amount that reduces the base currency amount of the relevant utilization by a minimum amount of Euro 5,000,000), upon prior, irrevocable, written notice to the Agent.

Mandatory prepayments/cancellations

The Bridge Facilities Agreement provides for certain mandatory prepayment events, *inter alia*, in case of (i) illegality of ay obligations of a Lender under the applicable jurisdiction; (ii) occurrence of a disposal of all or substantially all of the Group or the assets of the Group (whether in a single transaction or series of related transactions); (iii) any change of control, which occurs if any person: (x) holds directly or indirectly through any person beneficially (1) more than 50 per cent. of the issued share capital of the Parent; or (2) issued share capital having the right to more than 50 per cent. of the votes capable of being cast in general meetings of the Parent; or (3) the right to determine the composition of the majority of the board of directors or equivalent body of the Parent; or (y) has the power to manage or direct the Parent through ownership of share capital, by contract or otherwise.

In these events, *inter alia*, any Lenders shall not be obliged to fund an utilisation of the Facilities and the Facilities shall immediately be cancelled and all the utilisations still outstanding thereunder, together with accrued interest, and all other amounts accrued under the finance documents relating to the BFA shall be immediately due and payable.

The Bridge Facilities Agreement also provides for *inter alia*:

(i) the cancellation of the available commitments under the Facilities (a) on the last day of the relevant offer period in an amount equal to the Share Acceptance Amount (*i.e.* the number of tendered shares of Target, which are object of the relevant Public Offer, in respect of which, by the end of the relevant offer period, the tendering shareholders have elected for share settlement, multiplied for the price per Target shares specified in the Offer Documents) in respect of that Public Offer; and (b) in the event that an initial offer is completed and either (x) there is no subsequent offer because on the closing date of the initial public offer and immediately following the settlement of the initial offer, the percentage of Target shares owned by the Parent is not sufficient to trigger a Sell Out, Squeeze Out or Joint Procedure or (y) each subsequent offer is completed; and

(ii) the cancellation of the available commitments under the Facilities and prepayment of the loans thereunder (in the amount, manners and order set out under the BFA and in compliance with the discipline of the Custody Account, described below), through certain proceeds of any debt capital markets issue received by any member of the Group ("**Net Debt Proceeds**") and/or certain proceeds received by any member of the Group from certain equity or rights issuance in the Parent or any other member of the Group or a placement by the Parent or another member of the Group of mandatory convertible notes or any other financing entered into in respect of any authorised and/or conditional capital of the Parent (the "**Net Equity/MCB Proceeds**").

Representations & warranties, undertakings, financial covenants

The Bridge Facilities Agreement provides *inter alia* for certain:

(i) representations and warranties to be made and repeated by each Borrower and Guarantor under the Bridge Facilities Agreement, subject to the limitations set out thereunder for any Swiss obligors;

(ii) information undertakings and general and negative undertakings, including *inter alia* the undertaking of any Borrower and Guarantor (and of the Company to procure that any other member of the Group) not to (a) create or permit to subsist any security over any of its assets ("*negative pledge*"), (b) make any capital contribution to any person or invest in or acquire any business or going concern, or the whole or substantially the whole of the assets or business of any person, or any assets that constitute a division or operating unit of the business of any person and (c) enter into a single transaction or a series of transactions (whether related or not and whether voluntary or involuntary) to sell, lease, transfer or otherwise dispose of any asset, unless permitted under the terms of the Bridge Facilities Agreement;

(iii) undertakings of the Parent not to proceeds with the dividends distributions unless under the terms and conditions of the Bridge Facilities Agreement; and

(iv) financial covenants (including, the "*Leverage*", the "*Interest Cover*" and the "*Minimum Liquidity*").

The Bridge Facilities Agreement also provides that the price payable by the Parent for each Target share, whether pursuant to the Combination or the Public Offer, shall not be increased above Euro 6.33 (being the price per Target share specified in the Combination Agreement).

Events of default

The Bridge Facilities Agreement also provides for certain events of default, including, *inter alia*:

(i) the lack of compliance with the financial covenants and the requirements under the discipline of the Custody Account provided for under the Bridge Facilities Agreement;

(ii) the breach of any obligations under the finance documents – including the ones related to the negative pledge and Target shares price (which also constitute a certain funds default) – not remedied within the relevant grace period; and

(iii) the occurrence of a cross-default, triggered in the event that any financial indebtedness of any member of the Group: (i) is not paid when due (nor within any applicable grace period); (ii) becomes (or any relevant creditors becomes entitled to declare it) due and payable prior to its specified maturity; or (iii) any related commitment is cancelled or suspended by any relevant creditor, as a result of an event of default (however described). No such event of default shall be triggered as a consequence of a cross-default if the aggregate amount of the relevant financial indebtedness is lower than CHF 50,000,000 (or its equivalent in any other currency).

Furthermore, default/cross-default scenarios may give rise to an acceleration event, entailing the cancellation of all the amounts still outstanding under the Facilities and/or in the declaration that such amounts shall be deemed to be due and payable, together with any amount accrued or outstanding under the other finance documents pertaining the Bridge Facilities Agreement and/or in the declaration that all or part of the utilizations shall be deemed payable on demand by the Agent.

CHAPTER 21 AVAILABLE DOCUMENTS

For the period of validity of the Exemption Document, the following documents are available to the public at Dufry's registered office, Brunngässlein 12 CH – 4052 Basel, Switzerland, and on Dufry's website (www.dufry.com):

- Dufry's Articles of Incorporation;
- Dufry's Financial Report 2022, Financial Report 2021 and Financial Report 2020 and the related audit reports;
- Offer Document.

With reference to Autogrill, for the period of validity of the Exemption Document, the following documents are available to the public at Autogrill's registered office, in

- Autogrill's 2022 Corporate Governance and Ownership Report;

SECTION II INFORMATION ABOUT AUTOGRILL

CHAPTER 1 GENERAL INFORMATION

1.1. Legal and commercial name of Autogrill

Autogrill legal name is “Autogrill S.p.A.” and is incorporated as a joint stock company under Italian law.

1.2. Registered office and legal form

Autogrill is incorporated in Italy as a joint stock company with registered office in Novara (NO), via Luigi Giulietti, no. 9, Italy.

1.3. Legal entity identification code (LEI)

The legal entity identification code (LEI) is: 5299003D9N2698I3C257.

1.4. Applicable law

Autogrill operates under Italian law.

1.5. Country, address and telephone number of its registered office (or principal place of business if it is different from its registered office)

Autogrill has its registered office in Novara (NO), via Luigi Giulietti, no. 9, Italy, telephone number (+39) 02 48261 (headquarters in Rozzano (MI), Strada 5, Palazzo Z, Italy).

1.6. Autogrill website

Autogrill’s website is www.autogrill.com.

The information contained on Autogrill’s website is not part of the Exemption Document unless the above information is incorporated to the Exemption Document by reference; the information contained on the website has not been reviewed or approved by CONSOB.

1.7. Names of the auditors for the period to which the financial statements relate and name of professional associations to which they belong

The auditing company responsible for the statutory audit of the accounts of Autogrill is Deloitte & Touche S.p.A., with its registered office in Milan, via Tortona no. 25, registered in the commercial register of Milan Monza Brianza Lodi, registration number, tax code and VAT number 03049560166, registered in the Register of statutory auditors established pursuant to Legislative Decree no. 39/2010, as subsequently amended, with registration number 132587.

CHAPTER 2 OVERVIEW OF BUSINESS ACTIVITIES

2.1. Principal activities, including the main categories of products sold and/or services provided in the last financial year

2.1.1. Introduction

The principal activities of the Autogrill Group consist in the management of points of sale, including bars, cafes, and other points of sale for the public and the retail sale of food, beverages, confectionery, and other products, such as books and periodicals, gadgets, other consumer goods and goods under state monopoly (e.g., tobacco, lotteries). Autogrill operates the points of sale pursuant to concession or sub-concession agreements with third parties, which are typically the owners and operators of airports, motorways, and railway stations, along with shopping malls, fairgrounds, and cultural sites in cities. These points of sale are generally managed through directly or indirectly controlled companies, including through partnerships with local operators in particular within emerging markets, where, in some cases, the partnerships include the active involvement of the local operators in the management of the points of sale.

As of 31 December 2022, the Autogrill Group operates in 30 countries, with approximately 3,300 points of sale at 774 sites, of which 139 airports and 403 motorways' service stations, as well as in other sites within railway stations, high streets, museums, shopping centres. The Autogrill Group also sells fuel, though such sales represent a relatively small percentage of revenue, mainly in service stations located in the Motorway Channel in Italy and Switzerland. As of the Date of the Exemption Document, the Autogrill Group's brand portfolio includes approx. 300 brands, including international, national, and local brands, as well as proprietary brands (e.g., Autogrill, Ciao, Puro Gusto, La Fucina, La Familia, Motta, Bubbles, Beaudevin, Burger Federation, LeCrobag) and trademarks under license (e.g., Starbucks Coffee, Burger King, Prêt à Manger, Chick-fil-A, Panera, Leon, Panda Express).

The table below shows the main consolidated financial data of Autogrill Group for the financial year ended on 31 December 2022.

(EUR/million)	Financial year ended on 31 December 2022
Revenue (*)	4,148.3
EBITDA	625.7
Profit/(loss) before taxes	12.6
Total Net profit/(loss)	(19.9)

(*) "Revenue" does not include revenue from fuel sales, the net amount of which is classified as "Other operating income" in accordance with management's protocol for the analysis of Group figures. This revenue came to Euro 313.0 million in 2022 and the cost to Euro 296.7 million.

The table below shows the breakdown of the consolidated revenues ([46]) generated by Autogrill Group in the financial year ended on 31 December 2022 by the three main regions in which the Autogrill Group operates and the relevant percentage on the total consolidated revenues.

Geographical area	Financial year ended 31 December 2022	
	(EUR/million)	% on total revenues
North America(*)	2,150.1	51.8%
Europe(**)	1,495.3	36.0%
International (***)	502.9	12.1%
Total revenue	**4,148.3**	**100.0%**

(*) The geographic market named "North America" consists of United States of America and Canada.

(**) The geographic market named "Europe" consists of Austria, Belgium, France, Germany, Greece, Italy, Poland, Slovenia, and Switzerland.

(***) The geographic market named "international" consists of Australia, China, Denmark, United Arab Emirates, Finland, India, Indonesia, Ireland, Malaysia, Maldives, Norway, New Zealand, Netherlands, Qatar, United Kingdom, Russia, Sweden, Turkey, and Vietnam.

The tables below show the EBITDA and the underlying EBITDA of the Autogrill Group and the relevant percentage on the consolidated revenues ([47]) for the financial year ended on 31 December 2022 in the three main geographical areas in which the Autogrill Group operates.

Geographical area	Financial year ended 31 December 2022	
	(EUR/million)	% on total revenues
North America	380.6	60.8%
Europe	203.5	32.5%
International	82.2	13.1%
Corporate costs ([48])	(40.6)	-6.5%
Total EBITDA	**625.7**	**100.0%**

Geographical area	Financial year ended 31 December 2022

([46]) The revenues shown are net of the revenues from the sale of fuel in line with the management approach in the analysis of the Autogrill Group's data.

([47])The revenues shown are net of the revenues from the sale of fuel in line with the management approach in the analysis of the Autogrill Group's data.

([48]) Corporate comprise the costs pertaining to the Autogrill Group's centralized functions.

	(EUR/million)	% on total revenues
North America	384.2	58.9%
Europe	204.6	31.4%
International	82.9	12.7%
Corporate costs ([49])	(19.0)	-2.9%
Total Underlying EBITDA	**652.6**	**100.0%**

The table below shows the Autogrill Group's cash flow for the financial year ended 31 December 2022

(EUR/million)	Full Year 2022	Full Year 2021	Change
EBITDA	625.7	655.6	(29.9)
(Gain) Loss on operating activity disposal net of transaction costs	1.7	(129.5)	131.2
Change in net working capital	69.5	119.5	(50.0)
Principal repayment of lease liabilities	(235.7)	(153.3)	(82.4)
Renegotiation for COVID-19 on lease liabilities	(29.3)	(174.7)	145.4
Other non-cash items	(1.8)	(3.6)	1.8
Cash flow (absorbed by) from operating activities, managerial (*)	**430.2**	**314.0**	**116.2**
Tax paid (**)	82.5	(51.4)	133.9
Net financial charges paid	(14.6)	(72.9)	58.3
Implicit interest in lease liabilities	(38.8)	(32.0)	(6.8)
Net cash flow (absorbed by) from operating activities, managerial (*)	**459.3**	**157.7**	**301.6**
Net operating investment	(206.6)	(142.1)	(64.5)
Net cash flow after operating investment (free cash flow)	**252.7**	**15.6**	**237.1**
Cash flow generated (absorbed) by the disposal of motorway operations in the United States	(2.1)	322.7	(324.8)
Cash flow absorbed by the minor acquisitions in the US airports	(7.1)	-	(7.1)
Cash flow absorbed by the acquisition of other investments	(3.9)	-	(3.9)
Net cash flow before relationship with minority partners and capital increase	**239.5**	**338.3**	**(98.8)**
Liquidity generated (absorbed) by the relationship with minority partners	(35.8)	(22.7)	(13.1)
Capital increase (net of the expenses associated with the Offering)	(1.0)	579.4	(580.4)
Free operating cash flow	**202.7**	**895.1**	**(692.4)**

(*) According to prevailing industry practice, it includes "Principal payment of lease liabilities" and "Renegotiations for COVID-19 on lease liabilities", shown under "Net cash flow from (used in) financing activities" in the Consolidated Statement of cash flows.
(**) In 2022, it included tax refunds collected for € 90.1m ($ 98.1m) by the subsidiary HMSHost Corporation (under the carry-back rule).

The Autogrill Group operating activities are classified according to the different kinds of spaces in which the points of sale are located. They are located in airports, along

([49]) Corporate comprise the costs pertaining to the Autogrill Group's centralized functions.

motorways, and in railway stations, urban areas, shopping malls, fairgrounds, and cultural sites.

The table below shows the breakdown of the consolidated revenues ([50]) generated by the Autogrill Group in the financial year ended 31 December 2022 by channels and the relevant percentage on the total consolidated revenues.

Channel	Financial year ended 31 December 2022	
	(EUR/million)	% on total revenues
Airport Channel	2,791.9	67.3%
Motorway Channel	1,061.8	25.6%
Other Channels	294.6	7.1%
Total revenue	**4,148.3**	**100.0%**

The table below shows the breakdown of the consolidated revenues ([51]) generated by the Autogrill Group in the financial year ended on 31 December 2022 in the three main regions by Channels and the relevant percentage on the total consolidated revenues.

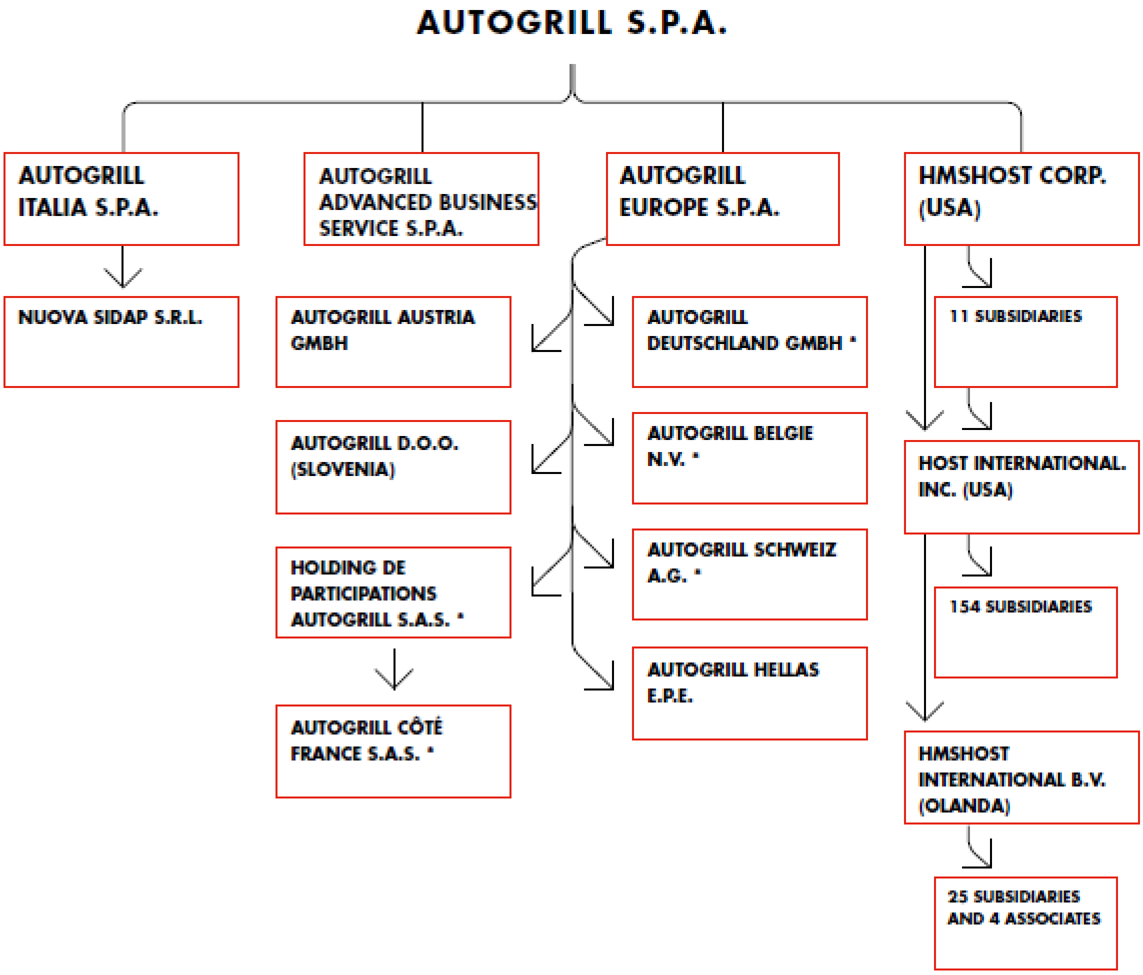
Channel	Financial year ended 31 December 2022	
	(EUR/million)	% on total revenues
North America		
Airport Channel	2,132.5	51.4%
Motorway Channel	–	0.0%
Other Channels	17.7	0.4%
Total revenue North America	**2,150.1**	**51.8%**
Europe		
Airport Channel	233.4	5.6%
Motorway Channel	1,061.8	25.6%
Other Channels	200.1	4.8%
Total revenue Europe	**1,495.3**	**36.0%**
International		

([50]) The revenues shown are net of the revenues from the sale of fuel in line with the management approach in the analysis of the Autogrill Group's data.

([51]) The revenues shown are net of the revenues from the sale of fuel in line with the management approach in the analysis of the Autogrill Group's data.

Airport Channel	426.0	10.3%
Other Channels	76.8	1.9%
Total revenue International	**502.9**	**12.1%**

As of the Date of the Exemption Document, the Autogrill Group is composed as indicated in the chart ([52]) below, which shows the structure of the Autogrill Group.



* Companies with directly or indirectly controlled subsidiaries

2.1.2. Principal activities of the Autogrill Group

The Autogrill Group resorts to several sale channels to sell products and services to the users of the main air, ground and railway travel channels, as well as to visitors of other particular channels, including cultural attractions and shopping centres.

The Autogrill Group developed its business through the following sales channels:

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[52] Unless otherwise specified, the interest held in each subsidiary is equal to 100%.

- Airport Channel: the Autogrill Group offers food, beverage, and non-consumable goods and services and also manages convenience stores and points of sale;
- Motorway Channel: the Autogrill Group offers food, beverages, and various items (book and periodicals, tobacco, gadgets, etc.); and
- Other Channels: management of stores at railway stations, shopping centres, high streets, trade fairs, and cultural attractions through which the Autogrill Group provides F&B products and services.

2.1.3. Business model of the Autogrill Group

The Autogrill Group's business is primarily conducted pursuant to Concession Agreements granted by public administrations, private landlords, their concessionaires, and contracting authorities. To carry out activities in the Channels under Concession, Autogrill needs to be awarded the Concession through public tenders or private negotiations. The Autogrill Group also operates in business areas not subject to Concessions, such as shopping malls, city centers, fairgrounds, and cultural sites. Autogrill operates mainly through operating agreements, such as Concession Agreements, franchising agreements and license agreements, with both international and local operators.

Concession Agreements

The main assets of the Autogrill Group are the Concession Agreements, entered into with landlords, owners or managers of airports, motorways, or railway stations, cultural attractions, and shopping centres, which enable the Autogrill Group to obtain the commercial spaces necessary to open and manage the stores. The Concessions Agreement generally govern the categories of food & beverage products and/or the retail options that the Autogrill Group shall provide for the duration of the Concession and may also include specifications on the types of brands and limits to the pricing policy to be applied.

In return for the award of the Concession, the Autogrill Group pays a fee to the landlord, generally subject to a guaranteed minimum annual amount, which is typically annually increased as a percentage of sales of the relevant point of sale or on the flow of passengers and/or customers recorded in the previous year.

The Concession Agreements (as well as some Other Operational Agreements) can be terminated or cease for several reasons – some of which beyond the Autogrill Group's control – such as cancellation by the authorities or the courts, the loss of permits, licenses or certificates required by national laws, or failure to obtain counterparties' approval in the case of extraordinary operations that change the ownership structure or in case of change of control.

The Concession Agreement generally gives the concession grantor, even without breach of the agreement by the operator, the option to change certain conditions unilaterally (and sometimes without compensation for the operator) by invoking public interest or safety, such as the compulsory change of location for the store in order to carry out maintenance or restructuring works at the site.

The Concession Agreements generally also provide the obligation for the Autogrill Group to make investments for the plants, fixtures, equipment, furniture, and for the set-up of the stores, which is carried out by contractors under the Autogrill's supervision.

Under the Concession Agreements other than those relating to the Motorways Channel, the Autogrill Group must generally bear only the costs of the store itself (and not the costs for the buildings and facilities around the stores).

Points of sale in the Motorway Channel requires more significant investments, in terms of cost percentage, than the points of sale in other Channels. In this Channel, Autogrill must provide for the maintenance of buildings owned or managed, regardless of whether such maintenance is ordinary or extraordinary. Furthermore, the proper fulfilment of the primary obligations provided for in the Concession Agreements is generally secured by means of specific guarantees, mainly in the form of bank guarantees, insurance policies, and security deposits.

Typically, the Airport Channel Concession Agreements have a term of between five and 10 years and the Motorway Channel Concession Agreements typically have a longer term since the investments required by Concessions in this Channel are more demanding than those in the Airport Channel or the Other Channels (such as, by way of example, railway stations). The Concessions' terms may vary depending on the specific geographic area concerned.

With regard to the main Channels in which the Autogrill Group operates, below is some additional information:

- The Airport Channel is characterized by a difference between the mechanisms for allocating airport spaces. In Europe, the allocation of Concessions takes place in different ways, depending on the legal nature of the operating companies that grant the Concessions and the particular types of Concessions entered into from time to time. In North America, on the contrary, and particularly in the United States, most airports are managed at the municipal or state level by the concession authorities. Airport Channel Concessions may also cover spaces located in one or more terminals of the airport (before and/or after the passenger security checkpoint) or a limited portion of a given terminal and are characterized by different exclusivity levels. Finally, Airport Channel Concessions usually require the concessionaire to make investments to renovate and enhance the spaces contemplated by the Concessions.

- The Motorways Channel is characterized by Concessions concerning F&B, the retail sale of consumer goods, and distribution of fuel, in one or more points of sale, on the motorways of the leading European countries. These Concessions are mainly awarded by the motorway operators themselves or by government agencies and typically require significant investments to renovate and upgrade existing structures. In Italy and France, the State or other public authority enters into special agreements with various concessionaire companies entrusted with the financing, construction, operation, and management of the motorway infrastructure network and related commercial activities, usually through sub-concession agreements. Finally, it is worth noting that in the past Food & Beverage, retail, and fuel distribution services were subcontracted to operators by oil companies. In contrast, nowadays, the prevailing trend is to fracture the Concession, entrusting fuel distribution to one entity, and Food & Beverage and retail sales of products to a different entity.

As of 31 December 2022, Autogrill obtained new contracts and contract renewals worth a total of Euro 3.4 billion with an average duration of around 6 years. The amount of fees paid for Leases, rentals and concessions is Euro 365.3 million for the financial year ended 31 December 2022 (compared to Euro 90.5 million in the financial year ended 31 December 2021).

Other operational agreements

The Autogrill Group's business model covers also the agreements for the management of stores, such as license agreements, franchising agreements and agreements with the suppliers of food & beverage products.

With regard to the other Operational Agreements (other than the Concessions), the Autogrill Group avails of structural resources focused on the ongoing renewal of this range of services, by creating new concepts and updating the brand portfolio, so to rely always on the most innovative and attractive brands on the market.

2.2. Significant changes

For information on any significant changes having an impact on the operations and principal activities of the Autogrill Group from 31 December 2022 and until the Date of the Exemption Document, please refer to Section I, Chapter 10, Paragraph 10.1 of the Exemption Document.

2.3. Principal markets

2.3.1. The travel food & beverage market

In the markets for travel retail services and F&B services respectively, travel location operators grant concessionaires the right to operate their outlets at a travel location for a set time period – generally through concession agreements.

Travel retail services and F&B services are typically provided by different operators across all travel locations. The notable exception is at motorway service areas, where it is common for one supplier to provide travel retail services (in the form of convenience services) as an ancillary aspect of F&B services provided on a "plaza wide" basis – in line with the way travel location operators structure tenders for motorway service areas.

Autogrill operates mainly through Food & Beverage business sector, including four subdivisions, such as Food & Beverage Italy, Food & Beverage HMS Host, Food & Beverage Others and Food & Beverage Corporate. Through the Food & Beverage division, the Autogrill offer includes restaurants supplies, sale of daily use products, such as newspapers and magazines, cigarettes and other products. The company distributes its products through three channels, including airports, motorways and other channels, such as railway stations. Autogrill manages a portfolio of approximately 350 brands, directly or under license.

Some of the proprietary brands developed internally are Ciao, Puro Gusto, ACafè, Spizzico, Motta, Bubbles, Burger Federation, Grab & Fly, and Le CroBag; Licensed brands include international household names (Starbucks Coffee, Burger King, Prêt à Manger, etc.) as well as emerging national brands such as Chick-fil-A, Panera, Leon, and Panda Express.

The Autogrill Group, by revenue, is the leading global operator in food & beverage services for travellers with recognized leadership of the North American and Italian markets and a significant and growing presence in Europe and Asia ([53]). Autogrill is active in 30 countries, through three business units (North America, International, Europe), each one characterized by a different mix of channels and brands.

The wide variety of national and international brands, both proprietary and licensed, represents the key strength of Autogrill's marketing strategy and characterizes its business model, with the aim of satisfying the customers' and landlords' needs in every region and channel. The Autogrill Group's commercial offer includes a unique brand mix that blends quality and innovation with diversification and sustainability. With a portfolio of more than 300 international, national, and local brands, including

([53]) Autogrill 2022 consolidated financial statements about 150 proprietary brands, 140 trademarks under license, and numerous bespoke brands and concepts, Autogrill responds to travellers' needs while making the most of what the local landscape has to offer.

For information on the breakdown of the revenues generated by the Autogrill Group in the financial year ended 31 December 2022 by (a) operative segments and (b) the three main geographic markets in which the Autogrill Group operates please refer to Paragraph 2.1.1 above.

CHAPTER 3 INVESTMENTS

3.1 Investments as from the date of the last published financial statements

As from 31 December 2022 and until the Date of the Exemption Document, the Autogrill Group made investments for approximately Euro 215 million in the following geographic areas in which the Autogrill Group operates: approximately Euro 100 million in Europe; approximately Euro 86 million in Northern America; and approximately Euro 30 million in the International Area.

The aforementioned investments mainly pertain to the activities related to the renovations of stores and the relevant maintenance. Among the said categories of investments, there are no material investments for the Autogrill Group.

All the aforementioned investments were founded by making resort to the Autogrill Group's own financial resources as available from time to time.

3.2 Investments in progress

Below are the material investments of the Autogrill Group in progress at the Date of the Exemption Document:

- Europe: development Dusseldorf airport, Fiumicino airport and several motorways area, especially in Italy, Switzerland and France;
- International Area: development in the airport of Bangalore, Kuala Lumpur and Dutch Railways;
- Northern America: development of Memphis, Jacksonville, Charlotte airports;

All the aforementioned investments were founded by making resort to the Autogrill Group's own financial resources as available from time to time. As of the Date of the Exemption Document, the Autogrill Group has invested around Euro 30 million since 1 January 2023

3.3 Main investments for which a firm commitment has already been made as of the Date of the Exemption Document

As of the Date of the Exemption Document, the investments made by the Autogrill Group for which firm commitments have already been made are mainly related to motorways channel in Europe (Italy and France) and in the airport channel in the other business units; in particular, Schiphol and Rotterdam airport in the Netherlands and Arlanda Airport in Sweden. In the US the major projects are Las Vegas, Atlanta and Honolulu.

As of the Date of the Exemption Document, the investments for which firm commitments have already been made will amount to about Euro 165 million in 2023.

CHAPTER 4 CORPORATE GOVERNANCE

4.1. Members of the administrative, management or control bodies

4.1.1. Board of Directors

Pursuant to Article 10 of Autogrill's Articles of Incorporation in force as of the Date of the Exemption Document (the "**Autogrill Articles of Incorporation**"), Autogrill is managed by a board of directors that comprises between three and fifteen directors. The exact number of directors is determined by Autogrill's shareholders' meeting at the time of appointment.

The Autogrill's board of directors in office as of the Date of the Exemption Document comprises 13 members, eleven of which are independent directors and one is an executive director.

The Autogrill's board of directors in office as of the Date of the Exemption Document was appointed by the ordinary shareholders' meeting of Autogrill on 21 May 2020 (integrated as provided below) and will remain in office until the date the annual financial statements for the year ending on 31 December 2022 are approved (except as provided below).

On 7 April 2022, Autogrill's board of directors, after acknowledging that Laura Cioli resigned from her office of director on 28 February 2022 effective immediately, appointed pursuant to Article 2386, Paragraph 1, of the Italian Civil Code Manuela Franchi as new director of Autogrill until the following shareholders' meeting. On 26 May 2022 the ordinary shareholders' meeting of Autogrill confirmed Manuela Franchi as new director of Autogrill for the remaining duration of Autogrill's board of directors in office.

On 30 January 2023, Autogrill's board of directors, after acknowledging that Gianmario Tondato Da Ruos, Alessandro Benetton, Franca Bertagnin Benetton, Massimo Fasanella D'Amore di Ruffano, Paolo Zannoni and Simona Scarpaleggia resigned from their office of directors effective as of and subject to Closing, appointed pursuant to Article 2386, Paragraph 1, of the Italian Civil Code, Bruno Chiomento, Francisco Javier Gavilan, Nicolas Girotto, Marella Moretti, Xavier Rossinyol Espel and Emanuela Trentin as new directors of Autogrill, effective as of the Closing Date, who will remain in office until the next Autogrill's shareholders meeting.

The table below shows the members of Autogrill's board of directors in office as of the Date of the Exemption Document:

Name	Position held	Date of last (re-) election
Bruno Chiomento	Chairperson (*)	30 January 2023 (**)

Paolo Roverato	Chief Executive Officer	21 May 2020
Ernesto Albanese	Independent Director (*)	21 May 2020
Rosalba Casiraghi	Independent Director (*)	21 May 2020
Barbara Cominelli	Independent Director (*)	21 May 2020
Manuela Franchi	Independent Director (*)	26 May 2022
Francisco Javier Gavilan	Independent Director (*)	30 January 2023 (**)
Nicolas Girotto	Independent Director (*)	30 January 2023 (**)
Marella Moretti	Independent Director (*)	30 January 2023 (**)
Maria Pierdicchi	Lead Independent Director (*)	21 May 2020
Xavier Rossinyol Espel	Non-executive Director	30 January 2023 (**)
Emanuela Trentin	Independent Director (*)	30 January 2023 (**)
Francesco Umile Chiappetta	Independent Director (*)	21 May 2020

(*) Independent director pursuant to Article 147-*ter*, Paragraph 4, of the CFA and Article 2 of the Corporate Governance Code.

(**) Effective as of the Closing Date.

The ordinary shareholders' meeting of Autogrill convened for 19 April 2023 will be also called to elect the new board of directors of Autogrill.

The members of Autogrill's Board of Directors are all domiciled for office at Autogrill's headquarters in Rozzano (MI), Strada 5, Palazzo Z, Italy.

For additional information on Autogrill's board of directors, see the press releases published by Autogrill on 23 January and 30 January 2023 on the website www.autogrill.com, Section "Media – press releases".

4.1.2. Board of Statutory Auditors

Pursuant to Article 20 of Autogrill Articles of Incorporation, Autogrill's board of statutory auditors comprises 3 standing auditors and 2 alternate auditors, appointed pursuant to the current laws and regulations.

The Autogrill's board of statutory auditors in office as of the Date of the Exemption Document was appointed by the ordinary shareholders' meeting of Autogrill on 23 April 2021, and will remain in office until the date the annual financial statements for the year ending on 31 December 2023 are approved.

The table below shows the members of Autogrill's board of statutory auditors in office as of the Date of the Exemption Document:

Name	Position held	Date of last (re-) election
Maurelli Francesca Michela	Chairperson	23 April 2021
Carù Antonella	Standing statutory auditor	23 April 2021
Catullo Massimo	Standing statutory auditor	23 April 2021
Castelli Michaela	Alternate auditor	23 April 2021
Miccù Roberto	Alternate auditor	23 April 2021

The business address of each member of Autogrill's board of directors is Autogrill's headquarters in Rozzano (MI), Strada 5, Palazzo Z, Italy.

For additional information on Autogrill's board of statutory auditors, see the 2022 Corporate Governance and Ownership Report.

In order to ease the identification of the additional information in connection with Autogrill's board of statutory auditors, the table below lists the information contained in the 2022 Corporate Governance and Ownership Report, incorporated by reference into the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129 and available to the public on Autogrill's website (www.autogrill.com), Section "Governance – Corporate Governance Report" https://www.autogrill.com/sites/autogrill14corp/files/relazione_cg_esercizio_2022_en_0803202323_-.pdf) , as well as at Autogrill's registered office, in which these elements can be found.

Section	2022 Corporate Governance and Ownership Report
Board of Statutory Auditors	Pages: 124-134

4.2. Major Shareholders

The table below shows the persons holding an interest in Autogrill's share capital for at least 3% at the Date of the Exemption Document, based on the notifications made pursuant to Article 120 of the CFA, supplemented with the information available to the public on Autogrill's website (www.autogrill.com), at the Date of the Exemption Document.

Informant	Direct shareholder	% of share capital
Dufry	Dufry	50.3%

4.3. Employees

As from 31 December 2022, the Autogrill Group has 45,898 employees.

CHAPTER 5 FINANCIAL INFORMATION

5.1. Financial information for the financial year ended 31 December 2022

The financial information and the economic results of Autogrill Group reported in this Chapter are extracted from the 2022 Autogrill Annual Financial Statements as of 31 December 2022, of the Autogrill Group, incorporated by reference into the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129 and available to the public on Autogrill's website, Section "Investors – Results" (https://www.autogrill.com/sites/autogrill14corp/files/atg-_annual_report_2022.pdf), as well as at Autogrill's registered office, in which these elements can be found.

In order to ease the identification of the financial disclosure in the financial documentation, the table below lists the information contained in the 2022 Autogrill Annual Financial Statements, incorporated by reference into the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129, in which these elements can be found.

Section	2022 Autogrill Annual Financial Statements
Consolidated statement of financial position	Pages: 195
Consolidated income statement	Pages: 196
Consolidated statement of comprehensive income	Pages: 197
Consolidated statement of changes in equity	Pages: 198
Consolidated statement of cash flows	Pages: 200
Notes to the 2022 Autogrill Annual Financial Statements	Pages: 203

Below are the charts of the consolidated statement of financial position, consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows extracted from the 2022 Autogrill Annual Financial Statements.

Consolidated statement of financial position of Autogrill Group as of 31 December 2022

(EUR/thousand)	31 December 2022	Of which related parties	31 December 2021	Of which related parties
ASSETS				
Current assets	**863,106**		**745,011**	
Cash and cash equivalents	531,946		343,208	
Lease receivables	15,614		15,964	

Other financial assets	41,834	*1,947*	36,340	
Tax assets	795		68,013	
Other receivables	88,961	*1,318*	119,172	*6,423*
Trade receivables	50,665	*25*	45,774	*1,338*
Inventories	133,291		116,540	
Non-current assets	**3,275,228**		**3,373,886**	
Property, plant and equipment	800,122		778,193	
Right-of-use assets	1,385,059		1,487,463	
Goodwill	844,202		816,944	
Other intangible assets	89,089		92,917	
Investments	5,325		961	
Lease receivables	58,840		59,890	
Other financial assets	34,533		30,895	
Deferred tax assets	50,312		62,279	
Other receivables	7,746		44,344	
Assets classified as held for sale	-		-	
TOTAL ASSETS	**4,138,334**		**4,118,897**	
LIABILITIES AND EQUITY				
LIABILITIES	**3,170,393**		**3,144,742**	
Current liabilities	**1,705,134**		**1,107,466**	
Trade payables	416,193	*10,284*	357,609	*47,584*
Tax liabilities	6,354		1,164	
Other payables	389,564	*8,237*	378,993	*16,360*
Bank loans and borrowings	559,461		38,121	
Lease liabilities	308,764	*8,619*	309,098	*39,917*
Other financial liabilities	3,507		1,589	
Provision for risks and charges	21,291	*2,000*	20,892	
Non-current liabilities	**1,465,259**		**2,037,276**	
Other payables	19,188		16,166	
Loans, net of current portion	28,316		544,244	
Lease liabilities	1,339,031	*36,031*	1,383,163	*268,867*
Other financial liabilities	922		922	
Deferred tax liabilities	9,903		16,243	
Defined benefit plans	31,202		44,905	
Provision for risks and charges	36,697		31,633	
Liabilities classified as held for sale	-		-	
EQUITY	**967,941**		**974,155**	
- attributable to owners of the Parent	910,795		923,153	
- attributable to non-controlling interests	57,146		51,002	
TOTAL LIABILITIES AND EQUITY	**4,138,334**		**4,118,897**	

Consolidated income statement of Autogrill Group as of 31 December 2022

(EUR/thousand)	Full Year 2022	Of which related parties	Full Year 2021	Of which related parties
Revenue	4,461,359		2,882,634	
Other operating income	225,723	538	177,028	935
Total revenue and other operating income	**4,687,082**		**3,059,662**	
Raw materials, supplies and goods	(1,644,329)		(1,169,964)	(156)
Personnel expense	(1,370,898)	(8,507)	(820,079)	(8,094)
Leases, rentals, concessions and royalties	(469,996)	(16,648)	(151,978)	(5,980)
Other operating expense	(574,428)	(6,048)	(395,606)	(10,197)
Depreciation and amortization	(513,364)		(522,362)	

Impairment losses on property, plant and equipment, intangible assets and right-of-use assets	(39,256)		(14,593)	
Gain (Loss) on operating activity disposal	(1,723)		133,550	
Operating profit (loss)	**73,088**		**118,630**	
Financial income	10,345	43	7,124	
Financial expense	(69,576)	(2,468)	(108,049)	(5,552)
Share of the profit (loss) of equity method investments	654		122	
Revaluations (write-down) of financial assets	(1,929)		1,634	
Pre-tax profit (loss)	**12,582**		**19,461**	
Income tax	(32,507)		(39,976)	
Profit (loss) for the year	**(19,925)**		**(20,515)**	
Profit (loss) for the year attributable to:				
- owners of the Parent	(53,657)		(37,846)	
- non-controlling interests	33,732		17,331	
Earnings per share (in €)				
- basic	-0.1405		-0.1192	
- diluted	-0.1405		-0.1192	

Consolidated statement of comprehensive income of Autogrill Group as at 31 December 2022

(EUR/thousand)	Full Year 2022	Full Year 2021
Profit (loss) for the year	**(19,925)**	**(20,515)**
Items that will never be reclassified to profit or loss		
Remeasurements of the defined benefit (liabilities) asset	9,507	5,584
Tax effect on items that will never be reclassified to profit or loss	(2,572)	(1,069)
Items that will never be reclassified to profit or loss	**6,935**	**4,515**
Items that may be subsequently reclassified to profit or loss		
Equity-accounted investee - share of other comprehensive income	(234)	-
Foreign currency translation differences for foreign operations	29,500	37,633
Gain (loss) on net investment hedge	151	39
Tax effect on items that may be subsequently reclassified to profit or loss	(78)	(3)
Items that may be subsequently reclassified to profit or loss	**29,339**	**37,669**
Total comprehensive income for the year	**16,349**	**21,669**
- attributable to owners of the Parent	(20,262)	71
- attributable to non-controlling interests	36,611	21,598

Consolidated statement of changes in equity of Autogrill Group as at 31 December 2022

(EUR/thousand)	Share capital	Legal reserve	Translation reserve	Share premium reserve	Other reserve and retained earnings	Treasury shares	Profit (loss) for the year	Equity attributable to owners of the Parent	Equity attributable to non-controlling interests
31 December 2021	145,762	13,738	56,436	502,317	255,788	(13,042)	(37,846)	923,153	51,002
Total other comprehensive income (loss) for the year									
Profit (loss) for the year	–	–	–	–	–	–	(53,657)	(53,657)	33,732
Foreign currency translation differences for foreign operations and other movements	–	–	26,621	–	–	–	–	26,621	2,879
Gain (loss) on net investment hedge, net of the tax effect	–	–	73	–	–	–	–	73	–
Equity-accounted investee - share of other comprehensive income	–	–	(234)	–	–	–	–	(234)	–
Remeasurements of the defined benefit (liabilities) asset, net of the tax effect	–	–	–	–	6,935	–	–	6,935	–
Total other comprehensive income (loss) for the year	**–**	**–**	**26,460**	**–**	**6,935**	**–**	**(53,657)**	**(20,262)**	**36,611**
Transaction with owners of the Parent, recognised directly in equity									
Contributions by and distributions to owners of the Parent									
Stock options	–	–	–	–	6,713	–	–	6,713	–
Allocation of 2021 result to reserves	–	–	–	–	(37,846)	–	37,846	–	–
Capital increase	–	–	–	(1,047)	–	–	–	(1,047)	–
Relationship with minority partners	–	–	–	–	–	–	–	–	(30,865)
Other movements	–	–	–	–	2,238	–	–	2,238	398
Total contributions by and distributions to owners of the Parent	**–**	**–**	**–**	**(1,047)**	**(28,895)**	**–**	**37,846**	**7,904**	**(30,467)**
Total transactions with owners of the Parent	**–**	**–**	**–**	**(1,047)**	**(28,895)**	**–**	**37,846**	**7,904**	**(30,467)**
31 December 2022	145,762	13,738	82,896	501,270	233,828	(13,042)	(53,657)	910,795	57,146

Consolidated statement of cash flows of Autogrill Group as of 31 December 2022

(EUR/thousand)	Full Year 2022	Full Year 2021
Opening net cash and cash equivalents	**310,399**	**555,391**
Pre-tax profit and net financial expense for the year	71,813	120,386
Amortisation, depreciation and impairment losses on non-current assets, net of reversals	552,620	536,955
Share of the profit (loss) of equity method investments	(654)	(122)
Revaluation (write-downs) of financial assets	1,929	(1,634)
Gain on disposals on investments in subsidiaries	1,723	(133,550)
Gain (Loss) on disposal of other non-current assets	(3,999)	(788)
Other non-cash items	2,232	1,285
Change in working capital	67,989	120,066
Net change in non-current non-financial assets and liabilities	1,489	(606)

Cash flow from operating activities	**695,142**	**641,992**
Taxes paid	82,470	(51,379)
Net financial charges paid	(14,572)	(72,925)
Net implicit interest in lease liabilities	(38,786)	(32,008)
Net cash flow from (used in) operating activities	**724,254**	**485,680**
Acquisition of property, plant and equipment and intangible assets paid	(213,820)	(150,383)
Proceeds from sale of non-current assets	7,219	8,262
Cash flow absorbed by acquisition of investments	(11,018)	-
Cash flow generated form disposal of investments	(2,133)	322,736
Net change in non-current financial assets	77	(94)
Net cash flow from (used in) investing activities	**(219,675)**	**180,521**
Repayments of bonds	-	(274,795)
Utilisations of non-current loans	(5,409)	493,152
Repayments of non-current loans	(8,939)	(1,221,396)
Issue of new current loans, net of repayments	(2,090)	(144,820)
Principal repayment of lease liabilities	(235,657)	(153,284)
Renegotiation for COVID-19 on lease liabilities	(29,307)	(174,668)
Capital increase net of expenses associated with the Offering	(1,047)	579,391
Other cash flows	(33,656)	(24,455)
Net cash flow from (used in) financing activities	**(316,105)**	**(920,875)**
Cash flow for the year	**188,474**	**(254,674)**
Effect of exchange on net cash and cash equivalents	6,708	9,682
Closing net cash and cash equivalents	**505,581**	**310,399**

RECONCILIATION OF NET CASH AND CASH EQUIVALENTS

(EUR/thousand)	Full Year 2022	Full Year 2021
Opening - net cash and cash equivalents	**310,399**	**555,391**
Cash and cash equivalents	343,208	613,545
Current account overdrafts	(32,809)	(58,154)
Closing - net cash and cash equivalents	**505,581**	**310,399**
Cash and cash equivalents	531,946	343,208
Current account overdrafts	(26,365)	(32,809)

Audit report to the 2022 Autogrill Annual Financial Statements

The 2022 Autogrill Annual Financial Statements below were audited by Deloitte and Touche S.p.A., which issued its unqualified audit report on 9 March 2023.

Below is the audit firm report to the 2022 Autogrill Annual Financial Statements.

Deloitte.

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RELAZIONE DELLA SOCIETÀ DI REVISIONE INDIPENDENTE
AI SENSI DELL'ART. 14 DEL D.LGS. 27 GENNAIO 2010, N. 39 E DELL'ART. 10
DEL REGOLAMENTO (UE) N. 537/2014

Agli Azionisti di
Autogrill S.p.A.

RELAZIONE SULLA REVISIONE CONTABILE DEL BILANCIO CONSOLIDATO

Giudizio

Abbiamo svolto la revisione contabile del bilancio consolidato del Gruppo Autogrill (il "Gruppo"), costituito dalla situazione patrimoniale-finanziaria consolidata al 31 dicembre 2022, dal conto economico consolidato, dal conto economico complessivo consolidato, dal prospetto delle variazioni del patrimonio netto consolidato, dal rendiconto finanziario consolidato per l'esercizio chiuso a tale data e dalle note illustrative al bilancio consolidato che includono anche la sintesi dei più significativi principi contabili applicati.

A nostro giudizio, il bilancio consolidato fornisce una rappresentazione veritiera e corretta della situazione patrimoniale e finanziaria del Gruppo al 31 dicembre 2022, del risultato economico e dei flussi di cassa per l'esercizio chiuso a tale data in conformità agli International Financial Reporting Standards adottati dall'Unione Europea nonché ai provvedimenti emanati in attuazione dell'art. 9 del D.Lgs. n. 38/05.

Elementi alla base del giudizio

Abbiamo svolto la revisione contabile in conformità ai principi di revisione internazionali (ISA Italia). Le nostre responsabilità ai sensi di tali principi sono ulteriormente descritte nella sezione *Responsabilità della società di revisione per la revisione contabile del bilancio consolidato* della presente relazione. Siamo indipendenti rispetto alla società Autogrill S.p.A. (la "Società") in conformità alle norme e ai principi in materia di etica e di indipendenza applicabili nell'ordinamento italiano alla revisione contabile del bilancio. Riteniamo di aver acquisito elementi probativi sufficienti ed appropriati su cui basare il nostro giudizio.

Aspetti chiave della revisione contabile

Gli aspetti chiave della revisione contabile sono quegli aspetti che, secondo il nostro giudizio professionale, sono stati maggiormente significativi nell'ambito della revisione contabile del bilancio consolidato dell'esercizio in esame. Tali aspetti sono stati da noi affrontati nell'ambito della revisione contabile e nella formazione del nostro giudizio sul bilancio consolidato nel suo complesso; pertanto, su tali aspetti non esprimiamo un giudizio separato.

Test di Impairment sull'avviamento	
Descrizione dell'aspetto chiave della revisione	Le attività non correnti del bilancio consolidato del Gruppo Autogrill al 31 dicembre 2022 includono, per Euro 844,2 milioni, il valore attribuito all'avviamento che, nel corso dell'esercizio, ha subito un incremento netto pari a Euro 27,3 milioni da ascriversi a differenze cambio positive per Euro 32 milioni parzialmente compensate da una svalutazione per Euro 4,7 milioni concernente una specifica concessione di una società controllata in Svezia a seguito della cessazione del business riferito alla stessa. L'avviamento rappresenta circa il 20% dell'attivo consolidato e, almeno annualmente, è sottoposto a test di *impairment*, come previsto dal principio contabile internazionale IAS 36. Coerentemente con il livello di monitoraggio effettuato dalla Direzione del Gruppo ai fini gestionali interni, le CGU (Cash Generating Unit) sono rappresentate dalle aree geografiche Nord America, International, Italia e Altri Paesi Europei. Per ciascuna CGU il test di *impairment* è effettuato mediante confronto tra il valore d'iscrizione nel bilancio consolidato dell'avviamento e delle altre attività attribuibili a ciascuna CGU, e il relativo valore recuperabile, determinato con la metodologia del valore d'uso, quale valore attuale dei flussi finanziari attesi delle varie CGU, attualizzati ad un tasso differenziato per area geografica e che riflette i rischi specifici delle singole CGU alla data di valutazione. Il processo di valutazione della Direzione è complesso e si basa su assunzioni riguardanti, tra l'altro, la previsione dei flussi finanziari attesi delle CGU e la determinazione di appropriati tassi di attualizzazione (WACC) e di crescita di lungo periodo (g-rate). Le valutazioni effettuate dalla Direzione in tale ambito, inoltre, sono state supportate da una *Fairness Opinion* rilasciata da un esperto indipendente a conferma della ragionevolezza complessiva dei risultati raggiunti e della corretta applicazione del modello di *impairment* adottato. Per la determinazione del valore d'uso, la Direzione ha fatto riferimento ai flussi finanziari attesi per ciascuna CGU per il periodo quinquennale 2023 – 2027, elaborati dal management dei Paesi di riferimento e validati dalle Direzioni dei Paesi stessi e delle CGU di appartenenza, approvati dall'Alta Direzione (Amministratore Delegato e Group Chief Financial Officer) ed esaminati dal Consiglio di Amministrazione. La determinazione dei flussi finanziari attesi utilizzati ai fini del test di *impairment* è stata effettuata a partire dalle curve di traffico atteso nei canali di presenza del Gruppo predisposte e modellate dalla Direzione in considerazione delle specificità dei canali di presenza stessi e dei dati messi a disposizione dalle autorità aeroportuali e da altre fonti esterne. Con riferimento al calcolo del valore terminale è stata applicata la metodologia della rendita perpetua ai flussi finanziari normalizzati utilizzando tassi di crescita nominali (g-rates) che non eccedono le stime di crescita di lungo termine dei Paesi in cui ogni CGU opera. Infine, per tutte le CGU, gli investimenti di sviluppo sono correlati

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alle scadenze contrattuali mentre gli investimenti di manutenzione sono stati assunti in linea con le medie storiche.

Nelle note illustrative gli Amministratori hanno inoltre indicato che sono state sviluppate analisi di sensitività considerando le variazioni del tasso di attualizzazione e del tasso di crescita (g -rate). Sono state inoltre individuate le soglie di rottura in termini di WACC e di "EBITDA" oltre le quali risulterebbe necessaria una svalutazione dell'avviamento.

All'esito del test di *impairment* non sono emerse ulteriori necessità di svalutazione dell'avviamento oltre a quanto sopra riportato.

In considerazione della rilevanza dell'ammontare dell'avviamento iscritto nel bilancio consolidato nonché della soggettività delle stime attinenti la determinazione dei flussi finanziari e delle variabili chiave per l'effettuazione del test di *impairment*, anche con riferimento al generale incremento dei tassi di attualizzazione quale conseguenza dell'attuale contesto macroeconomico e geopolitico, abbiamo considerato il test di *impairment* sull'avviamento un aspetto chiave della revisione del bilancio consolidato del Gruppo.

La nota "IX – Avviamento" e il paragrafo "1 – Principi contabili e criteri di consolidamento" delle note illustrative al bilancio consolidato forniscono l'informativa in merito all'avviamento e al test di *impairment*, ivi incluse le principali assunzioni adottate nella predisposizione dei flussi finanziari per il periodo quinquennale 2023-2027, le modalità di determinazione dei flussi finanziari successivi al citato periodo esplicito, i tassi di crescita e i tassi di attualizzazione adottati nell'effettuazione del test di *impairment*, nonché gli esiti delle analisi di sensitività.

Procedure di revisione svolte	Nell'ambito delle nostre verifiche abbiamo, tra le altre, svolto le seguenti procedure, anche avvalendoci, per talune di esse, del supporto di esperti della nostra organizzazione:

- analisi delle modalità usate dalla Direzione per la determinazione del valore d'uso delle CGU;
- verifica della conformità ai principi contabili di riferimento della metodologia adottata dalla Direzione per i test di *impairment*;
- aggiornamento della rilevazione delle procedure e dei controlli rilevanti posti in essere dal Gruppo sul processo di effettuazione del test di *impairment*. In tale contesto è stata anche analizzata la *Fairness Opinion* dell'esperto indipendente, predisposta a beneficio degli Amministratori, e con lo stesso sono stati effettuati incontri per la comprensione e l'analisi dei dati e della metodologia adottata;

- analisi di ragionevolezza delle principali assunzioni adottate per la formulazione delle previsioni dei flussi finanziari anche mediante l'analisi di dati di settore e di fonti esterne;
- analisi dei dati consuntivi rispetto ai piani al fine di valutare la natura degli scostamenti e l'attendibilità del processo di predisposizione delle proiezioni finanziarie, oltre alla verifica della coerenza delle percentuali di rinnovo dei contratti con i dati storici;
- valutazione della ragionevolezza dei tassi di attualizzazione e di crescita di lungo periodo e verifica dell'accuratezza matematica del modello utilizzato per la determinazione del valore d'uso delle CGU;
- verifica indipendente delle analisi di sensitività predisposte dalla Direzione;
- verifica dell'adeguatezza dell'informativa riportata nelle note illustrative e della sua conformità rispetto a quanto previsto dal principio contabile internazionale IAS 36.

Responsabilità degli Amministratori e del Collegio Sindacale per il bilancio consolidato

Gli Amministratori sono responsabili per la redazione del bilancio consolidato che fornisca una rappresentazione veritiera e corretta in conformità agli International Financial Reporting Standards adottati dall'Unione Europea nonché ai provvedimenti emanati in attuazione dell'art. 9 del D.Lgs. n. 38/05 e, nei termini previsti dalla legge, per quella parte del controllo interno dagli stessi ritenuta necessaria per consentire la redazione di un bilancio che non contenga errori significativi dovuti a frodi o a comportamenti o eventi non intenzionali.

Gli Amministratori sono responsabili per la valutazione della capacità del Gruppo di continuare ad operare come un'entità in funzionamento e, nella redazione del bilancio consolidato, per l'appropriatezza dell'utilizzo del presupposto della continuità aziendale, nonché per una adeguata informativa in materia. Gli Amministratori utilizzano il presupposto della continuità aziendale nella redazione del bilancio consolidato a meno che abbiano valutato che sussistono le condizioni per la liquidazione della capogruppo Autogrill S.p.A. o per l'interruzione dell'attività o non abbiano alternative realistiche a tali scelte.

Il Collegio Sindacale di Autogrill S.p.A. ha la responsabilità della vigilanza, nei termini previsti dalla legge, sul processo di predisposizione dell'informativa finanziaria consolidata del Gruppo.

Responsabilità della società di revisione per la revisione contabile del bilancio consolidato

I nostri obiettivi sono l'acquisizione di una ragionevole sicurezza che il bilancio consolidato nel suo complesso non contenga errori significativi, dovuti a frodi o a comportamenti o eventi non intenzionali, e l'emissione di una relazione di revisione che includa il nostro giudizio. Per ragionevole sicurezza si intende un livello elevato di sicurezza che, tuttavia, non fornisce la garanzia che una revisione contabile svolta in conformità ai principi di revisione internazionali (ISA Italia) individui sempre un errore significativo, qualora esistente. Gli errori possono derivare da frodi o da comportamenti o eventi non intenzionali e sono considerati significativi qualora ci si possa ragionevolmente attendere che essi, singolarmente o nel loro insieme, siano in grado di influenzare le decisioni economiche prese dagli utilizzatori sulla base del bilancio consolidato.

Nell'ambito della revisione contabile svolta in conformità ai principi di revisione internazionali (ISA Italia), abbiamo esercitato il giudizio professionale e abbiamo mantenuto lo scetticismo professionale per tutta la durata della revisione contabile. Inoltre:

- abbiamo identificato e valutato i rischi di errori significativi nel bilancio consolidato, dovuti a frodi o a comportamenti o eventi non intenzionali; abbiamo definito e svolto procedure di revisione in risposta a tali rischi; abbiamo acquisito elementi probativi sufficienti ed appropriati su cui basare il nostro giudizio. Il rischio di non individuare un errore significativo dovuto a frodi è più elevato rispetto al rischio di non individuare un errore significativo derivante da comportamenti o eventi non intenzionali, poiché la frode può implicare l'esistenza di collusioni, falsificazioni, omissioni intenzionali, rappresentazioni fuorvianti o forzature del controllo interno;

- abbiamo acquisito una comprensione del controllo interno rilevante ai fini della revisione contabile allo scopo di definire procedure di revisione appropriate nelle circostanze e non per esprimere un giudizio sull'efficacia del controllo interno del Gruppo;

- abbiamo valutato l'appropriatezza dei principi contabili utilizzati nonché la ragionevolezza delle stime contabili effettuate dagli Amministratori, inclusa la relativa informativa;

- siamo giunti ad una conclusione sull'appropriatezza dell'utilizzo da parte degli Amministratori del presupposto della continuità aziendale e, in base agli elementi probativi acquisiti, sull'eventuale esistenza di una incertezza significativa riguardo a eventi o circostanze che possono far sorgere dubbi significativi sulla capacità del Gruppo di continuare ad operare come un'entità in funzionamento. In presenza di un'incertezza significativa, siamo tenuti a richiamare l'attenzione nella relazione di revisione sulla relativa informativa di bilancio, ovvero, qualora tale informativa sia inadeguata, a riflettere tale circostanza nella formulazione del nostro giudizio. Le nostre conclusioni sono basate sugli elementi probativi acquisiti fino alla data della presente relazione. Tuttavia, eventi o circostanze successivi possono comportare che il Gruppo cessi di operare come un'entità in funzionamento;

- abbiamo valutato la presentazione, la struttura e il contenuto del bilancio consolidato nel suo complesso, inclusa l'informativa, e se il bilancio consolidato rappresenti le operazioni e gli eventi sottostanti in modo da fornire una corretta rappresentazione;

- abbiamo acquisito elementi probativi sufficienti e appropriati sulle informazioni finanziarie delle imprese o delle differenti attività economiche svolte all'interno del Gruppo per esprimere un giudizio sul bilancio consolidato. Siamo responsabili della direzione, della supervisione e dello svolgimento dell'incarico di revisione contabile del Gruppo. Siamo gli unici responsabili del giudizio di revisione sul bilancio consolidato.

Abbiamo comunicato ai responsabili delle attività di governance, identificati ad un livello appropriato come richiesto dagli ISA Italia, tra gli altri aspetti, la portata e la tempistica pianificate per la revisione contabile e i risultati significativi emersi, incluse le eventuali carenze significative nel controllo interno identificate nel corso della revisione contabile.

Abbiamo fornito ai responsabili delle attività di governance anche una dichiarazione sul fatto che abbiamo rispettato le norme e i principi in materia di etica e di indipendenza applicabili nell'ordinamento italiano e abbiamo comunicato loro ogni situazione che possa ragionevolmente avere un effetto sulla nostra indipendenza e, ove applicabile, le azioni intraprese per eliminare i relativi rischi o le misure di salvaguardia applicate.

Tra gli aspetti comunicati ai responsabili delle attività di governance, abbiamo identificato quelli che sono stati più rilevanti nell'ambito della revisione contabile del bilancio consolidato dell'esercizio in esame, che hanno costituito quindi gli aspetti chiave della revisione. Abbiamo descritto tali aspetti nella relazione di revisione.

Altre informazioni comunicate ai sensi dell'art. 10 del Regolamento (UE) 537/2014

L'Assemblea degli Azionisti di Autogrill S.p.A. ci ha conferito in data 28 maggio 2015 l'incarico di revisione legale del bilancio d'esercizio e consolidato della Società per gli esercizi dal 2015 al 2023.

Dichiariamo che non sono stati prestati servizi diversi dalla revisione contabile vietati ai sensi dell'art. 5, par. 1, del Regolamento (UE) 537/2014 e che siamo rimasti indipendenti rispetto alla Società nell'esecuzione della revisione legale.

Confermiamo che il giudizio sul bilancio consolidato espresso nella presente relazione è in linea con quanto indicato nella relazione aggiuntiva destinata al Collegio Sindacale, nella sua funzione di Comitato per il Controllo Interno e la Revisione Contabile, predisposta ai sensi dell'art. 11 del citato Regolamento.

RELAZIONE SU ALTRE DISPOSIZIONI DI LEGGE E REGOLAMENTARI

Giudizio sulla conformità alle disposizioni del Regolamento Delegato (UE) 2019/815

Gli Amministratori di Autogrill S.p.A. sono responsabili per l'applicazione delle disposizioni del Regolamento Delegato (UE) 2019/815 della Commissione Europea in materia di norme tecniche di regolamentazione relative alla specificazione del formato elettronico unico di comunicazione (ESEF – *European Single Electronic Format*) (nel seguito "Regolamento Delegato") al bilancio consolidato al 31 dicembre 2022, da includere nella relazione finanziaria annuale.

Abbiamo svolto le procedure indicate nel principio di revisione (SA Italia) n. 700B al fine di esprimere un giudizio sulla conformità del bilancio consolidato alle disposizioni del Regolamento Delegato.

A nostro giudizio, il bilancio consolidato al 31 dicembre 2022 è stato predisposto nel formato XHTML ed è stato marcato, in tutti gli aspetti significativi, in conformità alle disposizioni del Regolamento Delegato.

Alcune informazioni contenute nelle note illustrative al bilancio consolidato, quando estratte dal formato XHTML in un'istanza XBRL, a causa di taluni limiti tecnici potrebbero non essere riprodotte in maniera identica rispetto alle corrispondenti informazioni visualizzabili nel bilancio consolidato in formato XHTML.

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Giudizio ai sensi dell'art. 14, comma 2, lettera e), del D.Lgs. 39/10 e dell'art. 123-bis, comma 4, del D.Lgs. 58/98

Gli Amministratori di Autogrill S.p.A. sono responsabili per la predisposizione della relazione sulla gestione e della relazione sul governo societario e gli assetti proprietari del gruppo Autogrill al 31 dicembre 2022, incluse la loro coerenza con il relativo bilancio consolidato e la loro conformità alle norme di legge.

Abbiamo svolto le procedure indicate nel principio di revisione (SA Italia) n. 720B al fine di esprimere un giudizio sulla coerenza della relazione sulla gestione e di alcune specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari indicate nell'art. 123-bis, co. 4, del D.Lgs. 58/98, con il bilancio consolidato del gruppo Autogrill al 31 dicembre 2022 e sulla conformità delle stesse alle norme di legge, nonché di rilasciare una dichiarazione su eventuali errori significativi.

A nostro giudizio, la relazione sulla gestione e alcune specifiche informazioni contenute nella relazione sul governo societario e gli assetti proprietari sopra richiamate sono coerenti con il bilancio consolidato del gruppo Autogrill al 31 dicembre 2022 e sono redatte in conformità alle norme di legge.

Con riferimento alla dichiarazione di cui all'art. 14, co. 2, lettera e), del D.Lgs. 39/10, rilasciata sulla base delle conoscenze e della comprensione dell'impresa e del relativo contesto acquisite nel corso dell'attività di revisione, non abbiamo nulla da riportare.

Dichiarazione ai sensi dell'art. 4 del Regolamento CONSOB di attuazione del D.Lgs. 30 dicembre 2016, n.254

Gli Amministratori di Autogrill S.p.A. sono responsabili per la predisposizione della dichiarazione non finanziaria consolidata ai sensi del D.Lgs. 30 dicembre 2016, n.254.

Abbiamo verificato l'avvenuta approvazione da parte degli Amministratori della dichiarazione non finanziaria consolidata.

Ai sensi dell'art. 3, comma 10, del D.Lgs. 30 dicembre 2016, n. 254, tale dichiarazione è oggetto di separata attestazione di conformità da parte nostra.

DELOITTE & TOUCHE S.p.A.

Umberto Zanetti

Umberto Zanetti
Socio

Milano, 9 marzo 2023

5.2. Accounting standards

The 2022 Autogrill Financial Statements were prepared according to the international accounting standards.

5.3. Material changes in Autogrill's financial situation

With regards to material changes in Autogrill's financial position that occurred since the end of the financial year ended 31 December 2022, reference is made to the 2022 Autogrill Annual Financial Statements, which are incorporated by reference into the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129 and available to the public on Autogrill's website (www.autogrill.com), Section "Investors – Results" (https://www.autogrill.com/sites/autogrill14corp/files/atg-_annual_report_2022.pdf), as well as at Autogrill's registered office, in which these elements can be found.

In order to ease the identification of the information below in connection with the material changes in Autogrill's financial position that occurred since the end of the financial year ended 31 December 2022, the table below lists the information contained in the 2022 Autogrill Annual Financial Statements, incorporated by reference into the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129, in which these elements can be found.

Section	2022 Autogrill Annual Financial Statements
Directors' Report	Pages: 99

5.4. Trends, uncertainties, demands, commitments, or events which are reasonably likely to have a material effect on Autogrill at least for the current financial year

With regards to known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on Autogrill for the current financial year, reference is made to the 2022 Autogrill Annual Financial Statements, which are incorporated by reference into the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129 and available to the public on Autogrill's website, Section "Investors – Results" (https://www.autogrill.com/sites/autogrill14corp/files/atg-_annual_report_2022.pdf), as well as at Autogrill's registered office, in which these elements can be found.

In order to ease the identification of the information below in connection with trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on Autogrill for the current financial year, the table below lists the information contained in the 2022 Autogrill Annual Financial Statements, incorporated by reference into the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129, in which these elements can be found.

Section	2022 Autogrill Annual Financial Statements
Directors' Report	Pages: 97

5.5. Management Report

With regards to the management report prepared by Autogrill's board of directors in connection with the 2022 Autogrill Annual Financial Statements, reference is made to the 2022 Autogrill Annual Financial Statements, which are incorporated by reference into the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129 and available to the public on Autogrill's website, Section "Investors – Results" (https://www.autogrill.com/sites/autogrill14corp/files/atg-_annual_report_2022.pdf), as well as at Autogrill's registered office, in which these elements can be found.

In order to ease the identification of the information below in connection with the management report prepared by Autogrill's board of directors in connection with the 2022 Autogrill Annual Financial Statements, the table below lists the information contained in the 2022 Autogrill Annual Financial Statements, incorporated by reference into the Exemption Document pursuant to Article 19 of Regulation (EU) 2017/1129, in which these elements can be found.

Section	2022 Autogrill Annual Financial Statements
Directors' Report	Pages: 66

CHAPTER 6 LEGAL AND ARBITRATION PROCEEDINGS

To the extent known by Dufry, during the period covering the 12 months prior to the Date of the Exemption Document, the Autogrill Group was not involved in any governmental, legal, or arbitration proceedings that might have, or have had in the recent past, significant effects on Autogrill Group and/or its financial position or profitability, except for as provided below. The Autogrill Group evaluated the contingent liabilities that might arise out of the pending governmental, legal, or arbitration proceedings and made the consequent provisions pursuant to the applicable international accounting principles.

The "Provisions for risks relating to disputes vis-à-vis third parties" for the proceedings involving the Autogrill Group as of 31 December 2022 are equal to Euro 8.13 million, against a total value of the said claims equal to Euro 64.6 million as of the Date of the Exemption Document.

CHAPTER 7 SUMMARY OF INFORMATION COMMUNICATED PURSUANT TO REGULATION (EU) NO 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE EUROPEAN COUNCIL

The following is a summary of the information communicated by Autogrill during the past 12 months pursuant to Regulation (EU) no. 596/2014 of the Parliament and of the Council of 16 April 2014, which appears relevant for the purposes of this Exemption Document.

Each of the press releases mentioned below is available for consultation on www.autogrill.com, Section "*Investors – Financial Press Releases*".

Press releases relating to extraordinary transactions:

- 23 February 2023 – "*Mandatory public exchange offer with alternative cash consideration Autogrill Board of Directors appoints the advisors*" – Autogrill announced that it has appointed Lazard as financial advisor to support the valuations and activities that the Board will have to perform in relation to the Offer. The Independent Directors have selected Rothschild & Co. as independent expert to support them for the issuance of the opinion containing their valuations on the Offer and on the fairness of the Offer's Consideration.
- 6 January 2023 – "*Business Combination between Autogrill and Dufry*" – Autogrill on behalf of Edizione announced that all the required regulatory approvals in relation to the Transaction, have been obtained without conditions.
- 11 July 2022 – "*Press release*" – Autogrill announced, following the press release issued by Edizione and published by Autogrill on 11 July 2022, the hosting of a conference called for 11 July 2022, to discuss the strategic rationale of the transaction.
- 11 July 2022 – "*Edizione announces a strategic agreement for the integration between Autogrill and Dufry to create a global company in food & beverage and retail services for travellers*" – Edizione and Dufry announced the signing of an agreement aimed at creating a global company in the food & beverage and retail services for travellers (a) through a strategic business combination between Autogrill and Dufry, creating a new group with combined revenues of more than Euro 12 billion-and a combined EBITDA of about Euro 1.3 billion (2019 figures – pre-pandemic); and (b) by means of the transfer to Dufry of the majority stake held in Autogrill by Edizione through its subsidiary Schema Beta, equal to approximately 50.3% of the share capital in exchange of newly issued Dufry Shares, causing the obligation for Dufry to launch a mandatory public exchange offer on the remaining Autogrill Shares, offering shareholders the possibility of exchanging Autogrill Shares for Dufry Shares (listed in Switzerland at the SIX) at

the same Exchange Ratio as the majority shareholder or, alternatively, of receiving an equivalent countervalue in cash (cash alternative) defined equal to Euro 6.33 per share.

- 28 June 2022 – Autogrill announced, with reference to the press rumours related to a possible transaction involving an industrial combination with the Dufry Group, on the basis of the information received from the shareholder Edizione, that there were ongoing discussions, without any exclusivity, regarding–a possible integration between the two groups.
- 19 April 2022 – "*Press Release*" – Autogrill clarified, with reference to the rumours spread at that date, that, as part of its growth strategy, the Autogrill Group was interested in exploring various strategic options, and to that end it was having talks also with sector participants to further promote the development of Autogrill and create value for all stakeholders.

Press releases relating to corporate and financial events:

- 29 March 2023 – "*Autogrill: lists of candidates for appointment to the Board of Directors and proposals for resolutions on item 3 on the agenda filed*" – With reference to the Annual General Shareholders' Meeting of Autogrill called on 19 April 2023, in a single call, Autogrill announced that the following two lists of candidates for the office of director were filed within the applicable statutory deadline: (i) list no. 1, submitted by the Offeror; and (ii) list no. 2, submitted by a group of asset management companies and institutional investors, holding a total of 1.87271% in Autogrill's share capital (7,210,550 shares).
- 17 March 2023 – "*Integration to the agenda of the shareholders' meeting and relevant documentation, filing of documents of the annual General Shareholders' Meeting*" – With reference to the Annual General Shareholders' Meeting of Autogrill called on 19 April 2023, in a single call, the Board of Directors on 17 March 2023 resolved to integrate the list of items to be discussed by the Shareholders' Meeting in order to pass resolutions on (i) the appointment of the external auditor for the years 2024-2032 and (ii), as a response to the request made by the shareholder Dufry pursuant to Article 126-bis of Legislative Decree No. 58 of February 24, 1998, the waiver of liability action pursuant to Articles 2393 and 2407 of the Italian Civil Code against, respectively, the Directors and Statutory Auditors in office prior to the completion of the Transfer.
- 13 March 2023 – "*Autogrill S.p.A.: request for integration to the agenda of the Shareholders' Meeting received*" – Autogrill announced that it has received from Dufry a request for integration of the agenda for the Shareholders' Meeting, convened for 19 April 2023, regarding the "*Waiver of liability action pursuant to*

Articles 2393 and 2407 of the Italian Civil Code against, respectively, the Directors and the Statutory Auditors in office prior to the completion of the transfer to Dufry AG of 193,730,675 ordinary shares of Autogrill S.p.A., representing approximately 50.3% of the Company's share capital, which occurred on February 3, 2023. Related and consequent resolutions".

- 9 March 2023 – "*Autogrill: 2022 revenue of €4.1bn (+50.2%), underlying EBIT of €100m, approaching zero net debt*" – Autogrill announced that the Board of Directors reviewed and approved the consolidated results at 31 December 2022, including the consolidated Non Financial Information Declaration 2022 and the annual report in ESEF format.
- 9 March 2023 – "*Autogrill: change to corporate events calendar for 2023*" – Autogrill communicated that the Shareholders Meeting previously called for 25 May 2023 will meet on 19 April 2023.
- 15 February 2023 – "*Autogrill: FY2022 revenue of €4.1bn, an increase of over 50% vs. FY2021*" – Autogrill announced that the Board of Directors reviewed and approved the preliminary consolidated revenue performance for the twelve months ended 31 December 2022.
- 6 February 2023 – "*Appointment of the new CEO, Chairman and members of Board Committees*" – Autogrill announced that, following the resolutions of 30 January 2023, the board of directors of Autogrill met again on 6 February 2023 and acknowledged that, following the completion of the Transfer on 3 February 2022, the appointment of the new directors Mr. Bruno Chiomento, Mr. Francisco Javier Gavilan, Mr. Nicolas Girotto, Mrs. Marella Moretti, Mrs. Emanuela Trentin and Mr. Xavier Rossinyol Espel has become effective on the same date. The board of directors of Autogrill has appointed Mr. Paolo Roverato as Chief Executive Officer and Mr. Bruno Chiomento as independent Chairman of Autogrill. Mr. Bruno Chiomento has been appointed as a member of the Control, Risks and Corporate Governance Committee, of the Human Resources Committee and of the Related Parties Transactions Committee. Mrs. Marella Moretti has been appointed as Chairwoman of the Human Resources Committee. Mr. Xavier Rossinyol has been appointed as Chairman of the Strategy and Sustainability Committee. Lastly, the board of directors of Autogrill acknowledged that – starting from the completion of the Transfer – Dufry exercises direction and coordination activity pursuant to Article 2497 et *seq*. of the Italian Civil Code over Autogrill and therefore, with the favourable opinion of the Related Parties Transactions Committee, has resolved to modify accordingly the procedure on related parties transactions.

- 30 January 2023 – "*Co-optation of six new Directors, five of whom are independent, and preliminary assessment on the appointment of the new CEO*" in line with the information disclosed on 23 January, Autogrill announced the co-optation of the directors indicated by Schema Beta, which will be effective on, and subject to the occurrence of, the Transfer.
- 23 January 2023 – "*Resignation of six directors of Autogrill, withdrawal of the Chairman from such role and designation of new board members to be appointed by co-optation*" Autogrill announced the resignation of six of its directors effective on, and subject to the occurrence of, the Transfer, in accordance with the Combination Agreement. The mentioned directors are the Chief Executive Officer Gianmario Tondato Da Ruos, and Mr. Alessandro Benetton (non-executive director), Mrs. Franca Bertagnin Benetton (non-executive director), Mr. Massimo Di Fasanella d'Amore Di Ruffano (non-executive director and chairman of the Strategy and Sustainability Committee), Mr. Paolo Zannoni (non-executive director) and Mrs. Simona Scarpaleggia (independent director, chairwoman of the Human Resources Committee and member of the Control, Risks and Corporate Governance Committee and of the Related Parties Transactions Committee). In addition, Mr. Paolo Roverato communicated to resign from his office as Chairman of the board of directors of Autogrill, effective as from the appointment of a new chairperson by the board of directors. In the same press release Autogrill also informed the market that Schema Beta disclosed to the Autogrill its candidates to be co-opted as members of the Board of Directors of Autogrill effective as of the closing of the Transfer, to replace the abovementioned resigning directors. For further information on the Board of Directors of Autogrill following the Transfer, please see Section II, Chapter 4.1 above.
- 29 September 2022 – "*New designations at Autogrill Group: Massimiliano Santoro Chief Executive Officer of Autogrill Italy and Europe Luca D'Alba General Manager in charge of commercial activities in Europe and operations in Italy*" – Autogrill announced that Autogrill's board of directors approved the designation of Massimiliano Santoro as Chief Executive Officer of the Business Unit Europe and, reporting to him, Luca D'Alba as General Manager in charge of commercial activities in Europe and operations in Italy.
- 29 September 2022 – "*Autogrill Group: revenue of €2.6bn and free cash flow of €232m as of 31 August 2022*" – Autogrill announced that Autogrill's board of directors reviewed and approved the consolidated revenue performance for the eight months ended on 31 August 2022.

- 22 September 2022 – "*Resignation of Autogrill Italia and Europe CEO*" – Autogrill announced the resignation of Andrea Cipolloni from his office as managing director of Autogrill Italia S.p.A and Autogrill Europe S.p.A..
- 29 July 2022 – "*Autogrill: strong 1H2022 results and FY2022 guidance upgrade*" – Autogrill announced that Autogrill's board of directors reviewed and approved the consolidated results at 30 June 2022.
- 26 May 2022 – "*Autogrill Group 30 April 2022 trading update and FY2022 guidance*" – Autogrill announced that Autogrill's board of directors reviewed and approved the consolidated revenue performance for the four months ended on 30 April 2022.
- 26 May 2022 – "*The Shareholders' Meeting approves the 2021 financial statements*" – Autogrill announced that the ordinary shareholders' meeting of Autogrill (a) approved the financial statements for financial year ended 31 December 2021,; (b) confirmed Manuela Franchi as director of Autogrill; (c) authorised the Autogrill's board of directors to purchase Autogrill's ordinary shares; (d) examined the group's report on the Remuneration Policy and Fees Paid, and approved the first section (2022 Remuneration Policy) and expressed a favourable vote on the second section (remuneration for the business year 2021).
- 7 April 2022 – "*Manuela Franchi co-opted as an independent non-executive Director*" – Autogrill announced that Autogrill's board of directors, in accordance with the procedure required under Article 2386, Paragraph 1, of the Italian Civil Code, appointed Manuela Franchi as a non-executive director, remaining in office until the next shareholders' meeting, to replace Laura Cioli, who tendered her resignation on 28 February 2022.
- 10 March 2022 – "*Autogrill: 2021 revenue of €2.6bn, free cash flow of €117m*" – Autogrill announced that Autogrill's board of directors reviewed and approved consolidated results at 31 December 2021, including the consolidated Non-Financial Information Declaration 2021 and the annual report in ESEF format.
- 28 February 2022 – "*Resignation of Laura Cioli from Autogrill's Board of Directors*" – Autogrill announced that non-executive independent director Laura Cioli gave notice of her resignation, effective immediately, from Autogrill's board of directors, and thus relinquishing any other membership of the board's committees.

SECTION III INFORMATION ON THE EQUITY SECURITIES OFFERED TO THE PUBLIC

CHAPTER 1 RISK FACTORS

For a description of the risk factors related to Dufry Shares please refer to Part A of the Exemption Document.

CHAPTER 2 ESSENTIAL INFORMATION

2.1. Working capital statement

Pursuant to the Commission Delegated Regulation (EU) 980/2019 and the ESMA Guidelines of 4 March 2021 (ESMA 32-382-1138), as of the Date of the Exemption Document, the Offeror has sufficient working capital to meet its needs for the twelve months following the Date of the Exemption Document, whereas working capital refers to the means by which the Offeror obtains the liquid resources necessary to meet its maturing obligations.

For further information on the Group's financial resources, please refer to Part B, Section I, Chapter 7.1 "Financial Condition" and Chapter 8 "Capital Resources" of the Exemption Document.

2.2. Capitalization and debt

The following tables, drawn up in accordance with ESMA Guidelines of 4 March 2021 (ESMA 32-382-1138), set forth the Dufry Group and the New Group consolidated capitalization and net financial indebtedness as of 31 December 2022 in CHF and Euro:

(in millions of CHF)	As of December 31, 2022		Adjustments(i)		As adjusted Pro forma
	Dufry Group	Autogrill			
			Acquisition Accounting	Offer Accounting	
Total current debt	**1,240.3**	**862.7**	**–**	**1,194.6**	**3,297.6**
Guaranteed	27.2	9.8	–	–	37.0
Secured	–	305.6	–	–	305.6
Unguaranteed/Unsecured	1,213.1	547.3	–	1,194.6	2,955.0
Total non-current debt	**5,470.2**	**1,354.0**	**–**	**–**	**6,824.2**
Guaranteed	92.7	25.1	–	–	117.9
Secured	–	1,325.1	–	–	1,325.1
Unguaranteed/Unsecured	5,377.5	3.8	–	–	5,381.3
Shareholder equity	**893.0**	**901.3**	**348.6**	**(868.1)**	**1,274.9**
Share capital	454.0	144.3	153.3		751.6
Legal reserves	–	13.6	–		13.6
Other reserves	439.0	743.5	195.3	(868.1)	509.7

(in millions of Euro)	As of December 31, 2022		Adjustments(i)		As adjusted Pro forma
	Dufry Group	Autogrill			
			Acquisition Accounting	Offer Accounting	
Total current debt	**1,253.3**	**871.7**	**–**	**1,207.2**	**3,332.2**
Guaranteed	27.5	9.9	–	–	37.4
Secured	–	308.8	–	–	308.8
Unguaranteed/Unsecured	1,225.8	553.1	–	1,207.2	2,986.1
Total non-current debt	**5,527.7**	**1,368.3**	**–**	**–**	**6,896.0**
Guaranteed	93.7	25.4	–	–	119.1
Secured	–	1,339.0	–	–	1,339.0
Unguaranteed/Unsecured	5,434.0	3.8	–	–	5,437.8
Shareholder equity	**902.4**	**910.8**	**352.3**	**(877.2)**	**1,288.3**
Share capital	458.8	145.8	154.9	–	759.5
Legal reserves	–	13.7	–	–	13.7
Other reserves	443.6	751.3	197.4	(877.2)	515.1

(i) It includes Net Financial Indebtedness of Autogrill as of 31 December 2022 and the assumed Cash Alternative exercised by each Autogrill minority shareholder.

The tables below set out the Dufry Group and the New Group indebtedness as of 31 December 2022 in CHF and Euro:

	As of 31 December 2022	Adjustments (i)	As adjusted Pro forma
	(in millions of CHF)		
A. Cash	790.5	(44.9)	745.6
B. Cash equivalents	64.2	489.8	554.0
C. Other current financial assets	–	–	–
D. Liquidity (A+B+C)	**854.7**	**444.9**	**1,299.6**
E. Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	–	1,224.2	1,224.2
F. Current portion of non-current financial debt	1,240.3	833.1	2,073.4
G. Current financial indebtedness (E+F)	**1,240.3**	**2,057.3**	**3,297.6**
H. Net current financial indebtedness (G-D)	**385.6**	**1,612.4**	**1,998.0**

I. Non-current financial debt (excluding current portion and debt instruments)	2,469.5	1,353.1	3,822.6
J. Debt instruments	2,993.0	–	2,993.0
K. Non-current trade and other payables	7.7	0.9	8.6
L. Non-current financial indebtedness (I+J+K)	**5,470.2**	**1,354.0**	**6,824.2**
M. Net Financial Indebtedness (H+L)	**5,855.8**	**2,966.4**	**8,822.2**

	As of 31 December 2022	Adjustments (i)	As adjusted Pro forma
	(in millions of Euro)		
A. Cash	798.8	(45.4)	753.5
B. Cash equivalents	64.9	495.0	559.8
C. Other current financial assets	–	–	–
D. Liquidity (A+B+C)	**863.7**	**449.6**	**1,313.3**
E. Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	–	1,237.0	1,237.0
F. Current portion of non-current financial debt	1,253.3	841.9	2,095.2
G. Current financial indebtedness (E+F)	**1,253.3**	**2,078.9**	**3,332.2**
H. Net current financial indebtedness (G-D)	**389.7**	**1,629.3**	**2,019.0**
I. Non-current financial debt (excluding current portion and debt instruments)	2,495.5	1,367.3	3,862.8
J. Debt instruments	3,024.5	–	3,024.5
K. Non-current trade and other payables	7.8	0.9	8.7
L. Non-current financial indebtedness (I+J+K)	**5,527.7**	**1,368.3**	**6,896.0**
M. Net Financial Indebtedness (H+L)	**5,917.3**	**2,997.6**	**8,914.9**

(i) It includes Net Financial Indebtedness of Autogrill as of 31 December 2022 and the assumed Cash Alternative exercised by each Autogrill minority shareholder.

The financial data included in the table above are extracted from the 2022 Pro Forma Consolidated Financial Information. The abovementioned pro forma financial data are included for the purposes of reporting the capitalization and indebtedness of the New Group as assumed in the 2022 Pro Forma Consolidated Financial Information included in the present Exemption Document, as the Acquisition was executed on 3 February 2023.

The *pro-forma* financial indebtedness of the Dufry Group as of 31 December 2022 included in the table above has been determined on the assumption that, for all but one of the Autogrill Shares tendered to the Offer, the Cash Alternative Consideration will be elected and that the Offer will be entirely financed through indebtedness.

As of the Date of the Exemption Document, there are no significant changes in the historical financial data concerning capitalization and indebtedness, including own funds, as of 31 December 2022.

For additional information on the *pro-forma* financial indebtedness of the New Group, please refer to Section I, Chapter 18, Paragraph 18.4 of the Exemption Document.

Indirect and contingent indebtedness

Pursuant to the par. 186 of "Guidelines on disclosure requirements under the Prospectus Regulation" published by ESMA on March 4, 2021, with reference to indirect financial indebtedness or subject to special conditions, as of the Date of the Exemption Document, the Group has corporate guarantees outstanding to third parties of CHF 203 million (Euro 205.1 million). In addition, Dufry has contingent liabilities of CHF 8.7 million (Euro 8.8 million) as of 31 December 2022.

Dufry has not have any contingent indebtedness such as underwritten commitment related to the purchase of fixed assets, a material long-term supply agreement or lease commitments which are not recognized as liabilities in the financial statements. There were no assets pledged as of 31 December, 2022, 2021 and 2020.

Dufry has several Ancillary Facilities which are used to issue bank guarantees backed by the RCF Facility. For further information, please refer to Part B, Section I, Chapter 20 "Material Agreements".

2.3. Interest of natural and legal persons involved in the Offer

With regard to the description of the interests of natural and legal persons participating to the Offer, please see Section IV, Paragraph 4.4, of the Exemption Document.

As regards the potential conflicts of interest of the members of the Board of Directors and of the members of the Global Executive Committee, please refer to Part B, Section II, Chapter 12, Paragraph 12.2 "*Conflicts of interest of members of the Board of Directors and of the Global Executive Committee*" of the Exemption Document.

2.4. Reasons for the Offer and use of proceeds

The Offeror intends to acquire the entire share capital of Autogrill and proceed with the Delisting of Autogrill. From a business standpoint, the Transaction and the Offer are aimed at fostering the objectives of a strategic integration of both Dufry and Autogrill with the view to creating a global group in the travel retail, food and beverage industries. For further information on the purpose of the Transfer and the Offer, for Dufry, Autogrill and the respective shareholders, and for a description of any expected benefits arising from the Transfer and the Offer, please refer to Part B, Section I, Chapter 5, Paragraph 5.4; Section III, Chapter 2, Paragraph 2.4 and Section V, Paragraph 5.1 of the Exemption Document.

The Offeror has launched the Offer as a consequence of the completion of the Transfer in accordance with Articles 102 and 106, Paragraphs 1 and 2-*bis*, of the CFA and with the relevant applicable provisions of the Issuers' Regulation.

As required under Italian law, the Offer includes all existing and outstanding Autogrill Shares, other than the treasury shares and the Majority Stake.

Therefore, the offer of the Offered Shares will be carried out in order to offer the said securities deriving from the Offer Capital Increase as Share Consideration in the context of the Offer.

As better described in the Offer Document, if, as a result of the Offer or otherwise, Dufry is bound to purchase all remaining Autogrill Shares Subject to the Offer pursuant to Article 108, Paragraph 2, of the CFA, Dufry will (i) carry out the Sell Out Procedure in accordance with applicable law and (ii) in case of Sell Out Procedure pursuant Article 108, Paragraph 2 of the CFA, following the completion thereof, refrain from restoring the free float of Autogrill (thus permitting the Delisting of the Autogrill Shares). Also, if, as a result of the Offer or the Sell Out Procedure, as the case may be, the conditions contemplated in Article 111 of the CFA are fulfilled, Dufry will exercise its right to buy out the remaining outstanding Autogrill Shares Subject to the Offer, carrying out the Squeeze Out Procedure in accordance with applicable law within the Joint Procedure.

Following the completion of the Offer, should the conditions for the Sell Out or the Joint Procedure not be met: (i) there could in any case be a scarcity of free float such as the regular course of trading of the Autogrill Shares is not ensured. In this case, the Offeror does not intend to put in place any measure aimed at restoring the minimum free float conditions to ensure the regular trading of the Autogrill Shares and Borsa Italiana could order the suspension of the Autogrill Shares from listing and/or the Delisting pursuant to Article 2.5.1 of the Stock Exchange Regulation; and (ii) the Offeror may propose to the shareholders' meeting of Autogrill the merger of the latter into the Offeror or in a non-listed company controlled by the Offeror.

In this latter case, the shareholders of Autogrill that did not vote in favour of the resolution approving the merger would have the right to withdraw for the reasons provided under to Article 2437 and/or 2437-*quinquies* of the Italian Civil Code if the relevant conditions are met. Should the withdrawal right be exercised, the liquidation value of the shares subject to withdrawal will be determined pursuant to Article 2437-*ter*, paragraph 3, of the Italian Civil Code, by reference to the arithmetic average of the closing price of the Autogrill Shares during the 6 months preceding the publication of the notice of the shareholders' meeting called to approve the merger. Without prejudice to the foregoing, should the Offeror reach a threshold of 66.67% of Autogrill's voting share capital upon completion of the Offer, the merger by incorporation may also be approved with only the Offeror's favourable vote. In any case, as of the Date of the Exemption Document, no formal decisions have been taken by the competent bodies of the companies that might be involved regarding the possible merger, or the manner in which it would be carried out.

For further information, please refer to Section V, Paragraph 5.1 of the Exemption Document.

CHAPTER 3 INFORMATION REGARDING THE SHARES TO BE OFFERED

3.1. Offered Shares

As consideration for the Autogrill Shares Subject to the Offer, Dufry will offer to the tendering shareholders of Autogrill the Share Consideration, namely – as of the Date of the Exemption Document – up to 30,188,692 Offered Shares, and specifically 0.1583 ([54]) Offered Shares for each Autogrill Share, or – in compliance with Italian public takeover regulation – the Cash Alternative Consideration given the Offered Shares will not be admitted to trading on an EU regulated market. Each tendering Autogrill shareholder will be entitled to choose the Cash Alternative Consideration in lieu of the Share Consideration.

The Offered Shares will be issued by virtue of a resolution of the Board of Directors in execution of the Offer Capital Increase acknowledged and determined by Dufry's Board of Directors on 30 March 2023, based on the authorized capital under Article 3 ter, Paragraph 1, of Dufry's Articles of Incorporation, as amended by resolution of the extraordinary Shareholders' Meeting of Dufry held on 31 August 2022 or, if approved by the Dufry AGM 2023, based on the capital range (which will substitute the authorized share capital and will have, in all material aspects, the same terms and conditions as the authorized share capital). The Offered Shares will be listed and traded on the SIX Swiss Exchange, which is not an EU regulated market. The listing of the Offered Shares has been approved by SIX Exchange Regulation with the listing decision dated 2 February 2023.

The Offered Shares are fully fungible and rank *pari passu* in all respects with each other and with all other issued shares of the Company as of the Date of the Exemption Document. Indeed, the Offered Shares belong to the same category of and carry the same capital and administrative rights, privileges and restrictions attached to outstanding Dufry Shares at the date of their issue. For additional information on rights, privileges and restrictions carried by Dufry Shares, please refer to the following Paragraph 3.5 of the Exemption Document.

The Offered Shares have the ISIN code CH0023405456, same as the other outstanding Dufry Shares.

3.2. Legislation under which the Shares were issued

The Offered Shares will be issued under Swiss law.

([54]) Considering the decimals after the third digit, the Exchange Ratio applied on the basis of the Combination Agreement is 0.1582781301928567. For the purposes of determining the Share Consideration of the Offer, a four-decimal number has been applied and, consequently, the exchange ratio was rounded up to 0.1583.

3.3. Indication whether the Shares are registered or bearer shares and whether they are in certificated form or book-entry form

The Offered Shares will be issued in the form of uncertificated securities (*Wertrechte*) within the meaning of Article 973c of the Swiss Code of Obligations, entered in the Company's book of uncertificated securities (*Wertrechtebuch*) and registered as book-entry securities (*Bucheffekten*) within the meaning of the FISA in the main register (*Hauptregister*) maintained by SIS Swiss Exchange and credited to the securities account of each tendering shareholder of Autogrill.

Each shareholder may at any time request from the Company an attestation evidencing its shareholding as recorded in the share register, but may not request from the Company the issuance and delivery of share certificates for Dufry Shares held by it.

3.4. Issuing currency of the Offered Shares

The CHF is the currency of the Offered Shares.

3.5. Rights related to the Offered Shares, any limitations, and procedures for their exercise

The Offered Shares will have the same features and will grant the same capital and administrative rights, in accordance with applicable law and the Articles of Incorporation, of the Dufry Shares that will be outstanding on the date of their issue.

Below are the main rights of the holders of Dufry Shares according to applicable law and the Articles of Incorporation.

3.5.1 Dividend entitlements

Dufry Shares have regular dividend entitlement.

Under Swiss law, dividends are paid if so resolved by a resolution of the Shareholders' Meeting. The Board of Directors may propose to the Shareholders' Meeting that a dividend be paid, but cannot itself set the dividend. The Company's statutory auditors must confirm that any proposal by the Board of Directors to declare a dividend is in accordance with Swiss law and the Articles of Incorporation.

Dividends may be paid by the Company if, based on its audited statutory financial statements prepared in accordance with the Swiss Code of Obligations, the Company has sufficient distributable profits from the previous financial years or sufficient reserves to allow the distribution of a dividend. In addition, at least 5% of the annual net profit of the Company must be appropriated and booked as legal profit reserves, unless these reserves amount to 20% of the nominal share capital of the Company. Any remaining net profit may be allocated by the Shareholders' Meeting in the manners and timing determined by the same Shareholders' Meeting with the resolution which provides for the distribution of the profits, being understood that a dividend may not be declared until after the allocations to the legal reserves have been made in accordance with the law. Any dividend not claimed within five years of it becoming due shall be forfeited to the Company.

Dividends are usually due and payable shortly after the shareholders have passed a resolution approving the dividend payment. The statute of limitations in respect of dividend payments is five years (dividends not paid are allocated to a special reserve of the Company). For additional information please refer to Part B, Section II, Chapter 18, Paragraph 18.5 of the Exemption Document.

For information about the deduction of Swiss federal withholding taxes, see Paragraph 3.11 of the Exemption Document.

3.5.2 Voting rights

Pursuant to Article 10 of the Articles of Incorporation, each Dufry Share, therefore including the Offered Shares, recorded as a share with voting rights in the share register confers, on its registered holder, one vote in any ordinary and extraordinary Shareholders' Meeting of Dufry, it being understood that until 30 June 2029, no shareholder may exercise, directly or indirectly, voting rights with respect to own or represented shares in excess of 25.1% of the share capital registered in the Commercial Register. Legal entities and partnerships or other groups of persons or joint owners who are interrelated to one another through capital ownership, voting rights, uniform management or are otherwise linked as well as individuals or legal entities and partnerships who act in concert or otherwise act in a coordinated manner shall be treated as one single person.

Shareholders' Meetings

Under Swiss law, the annual Shareholders' Meeting must be held within six months after the end of a company's preceding financial year. In the case of the Company, this means on or before 30 June.

In the Shareholders' Meetings, except as represented below, each shareholder has equal rights, including equal voting rights in respect of Dufry Shares for which such shareholder is registered as a shareholder with voting rights in the share register of the Company.

Shareholders' Meetings may be convened by the Board of Directors or, if necessary, by the Company's statutory auditors or liquidators. The Board of Directors is further required to convene an extraordinary Shareholders' Meeting if so resolved by a Shareholders' Meeting or if so requested by shareholders holding in aggregate at least 10% of the nominal share capital of the Company. One or more shareholders holding in aggregate at least CHF 1 million of the nominal share capital have the right to request that a specific proposal be discussed and voted upon at the next Shareholders' Meeting. With respect to the Company, according to the Articles of Incorporation, such requests shall be made in writing to the Company no later than 60 days prior to the Shareholders' Meeting.

Extraordinary Shareholders' Meetings may be called as often as necessary, in particular in all cases required by law.

A Shareholders' Meeting is convened at least 20 days prior to such meeting by publishing a notice of such meeting in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*). Shareholders may also be informed by ordinary mail. There is no maintenance of forums and pages on the internet intended to receive motions or comments regarding the agenda of the Shareholders' Meeting.

The Articles of Incorporation do not require a quorum of shareholders to be present at a Shareholders' Meeting. The Shareholders' Meeting is chaired by the Chairman of the Board of Directors and, in his absence, by another member or a person designated by the Board of Directors. The chair of the meeting, insofar as he is also a shareholder of the Company, participates in the ballots and has the casting vote in the case of a tied vote.

The approval by the majority of the votes represented (in person or by proxy) at the Shareholders' Meeting is required for the passing of a shareholders' resolution, except for resolutions concerning the following actions, which, among others, require the approval of shareholders holding at least two-thirds of the votes represented (in person or by proxy) and the majority of the nominal value of Dufry Shares represented (in person or by proxy) at such meeting:

- modifications to the Company's purpose;
- the creation of shares with increased voting powers;
- restrictions on the transferability of registered shares and the removal of such restrictions;
- restrictions on the exercise of the voting rights and the removal of such restrictions;
- the introduction of conditional share capital or the introduction of a capital range;
- an increase in the Company's share capital by way of conversion of reserves (*Kapitalerhöhung aus Eigenkapital*), against contribution in kind *(Sacheinlage*), or by set-off against a claim (*Verrechnung*) or involving the granting of special privileges or benefits;

- the exclusion or restriction of pre-emptive rights of shareholders in a capital increase;
- a change in the place of incorporation of the Company;
- the dissolution of the Company;
- the combination of shares;
- the change of currency of the share capital; and
- the delisting of the Company's equity securities.

Special quorum rules apply by law to a merger (*Fusion*), demerger (*Spaltung*) or conversion (*Umwandlung*) of a company. In addition to the qualified quorum set forth above, Article 12, Paragraphs 9 - 11 of the Articles of Incorporation provide that a resolution regarding the dismissal of a member of the Board of Directors, an increase in the maximum number of members of the Board of Directors and a modification of the eligibility requirements of the members of the Board of Directors according to the Articles of Incorporation also requires the approval of two-thirds of the votes represented and the majority of the nominal share capital represented at the Shareholders' Meeting. The introduction or abolition of any provision in the Articles of Incorporation providing for a greater voting requirement than is prescribed by law or the existing Articles of Incorporation must be adopted by the same supermajority.

The Shareholders' Meeting also has the power to vote by majority of the votes represented on amendments to the Articles of Incorporation (except in the cases requiring a qualified majority as set out above), to elect the members of the Board of Directors, the Chairman, the members of the Remuneration Committee, the auditors and the independent voting rights representative, to approve the management report, the annual or interim financial statements and the annual consolidated financial statements of the New Group, and the report on non-financial matters pursuant to article 964c CO, to determine the annual or interim dividends, to resolve on the repayment of the statutory capital reserve, to approve the aggregate amounts of the maximum compensation of the members of the Board of Directors and of the Global Executive Committee, and to discharge the directors and members of management from liability. Furthermore, a Shareholders' Meeting, by a majority of the votes represented, has the power to pass resolutions concerning all matters which are reserved to the authority of the Shareholders' Meeting by law, including to order a special investigation into specific matters proposed to the Shareholders' Meeting (*Sonderuntersuchung*), or by the Articles of Incorporation or which have been submitted by the Board of Directors.

Shareholders of the Company can be represented by the independent voting rights representative (*unabhängiger Stimmrechtsvertreter*) or any person who is so authorized by a written proxy. At Shareholders' Meetings, votes are taken on a show of hands unless a vote by ballot or electronic voting is ordered by the chair of the meeting. The chair of the meeting may at any time order that a vote or resolution is repeated if he or she believes the result of the vote not to be conclusive. In this case, the previous vote or resolution shall be deemed not to have taken place.

Only shareholders registered in the Company's share register with the right to vote are entitled to participate at Shareholders' Meetings.

3.5.3 Pre-emptive Rights in relation to new issues of Dufry Shares

Under Swiss law, the existing shareholders have pre-emptive rights (*Bezugsrechte, Vorwegzeichnungsrechte*) in relation to new issues of Dufry Shares, option bonds, convertible bonds or similar debt instruments with option or convertible rights in proportion to the nominal value of shares held. The shareholders may, with the affirmative vote of shareholders holding at least two-thirds of the voting rights and a majority of the nominal value of the shares, each as represented (in person or by proxy) at the Shareholders' Meeting, exclude or restrict the pre-emptive rights for valid reasons (*wichtige Gründe*).

In case of issue of new shares, the Board of Directors shall determine, among others, the conditions for the exercise of the pre-emptive rights of Dufry's shareholders. The Board of Directors may permit pre-emptive rights that have not been exercised to expire or it may place these rights and/or shares as to which preferential subscription rights have been granted but not exercised, at market conditions or use them for other purposes in the interest of the Company.

Pursuant to Article 3 bis, Paragraph 4 of the Articles of Incorporation, the Board of Directors may limit or withdraw the right of the shareholders to subscribe in priority to convertible debentures, debentures with option rights or other financing instruments when they are issued, in the following cases:

(a) an issue by firm underwriting by one or several banks with subsequent offering to the public without preferential subscription rights seems to be the most appropriate form of issue at the time, particularly in terms of the conditions or the time plan of the issue; or

(b) the issuance occurs in domestic or international capital markets or through a private placement; or

(c) the instruments are issued in connection with the financing or refinancing of the acquisition of an enterprise or parts of an enterprise or with participations or new investments of Dufry or one of the New Group companies.

In addition, pursuant to Article 3 ter, Paragraph 4 the Articles of Incorporation, the Board of Directors is authorized to restrict or deny the pre-emptive rights of shareholders in whole or in part or allocate such rights to third parties in connection with the issuance of registered shares:

(a) to the remaining shareholders of Autogrill within the framework of (i) the Offer following the consummation of the Combination Agreement or (ii) one or several voluntary tender offers by the Company for all remaining outstanding Autogrill Shares and/or any subsequent re-opening of the Tender Period and/or proceeding for the fulfilment of the obligation to purchase the remaining outstanding Autogrill Shares and/or proceeding for the exercise of the right to purchase the remaining outstanding Autogrill Shares in accordance with applicable law; and/or

(b) in connection with the refinancing of cash payments to be made within the framework of the transactions set forth under letter (a) above.

Pursuant to Article 3 bis, Paragraph 2 of the Articles of Incorporation, the preferential subscription rights of the shareholders shall be excluded in connection with the issuance of convertible debentures, debentures with option rights or other financing instruments. The then current owners of conversion and/or option rights shall be entitled to subscribe for the new shares.

3.5.4 Rights of repayment in the event of liquidation

Dufry Shares do not confer the right to any repayment of capital, without prejudice to the provisions in case of a liquidation of the Company.

Pursuant to Article 28 of the Articles of Incorporation, the Shareholders' Meeting may at any time resolve the dissolution and liquidation of the Company in accordance with the provisions of the law and of the Articles of Incorporation. The liquidation shall be carried out by the Board of Directors to the extent that the Shareholders' Meeting has not entrusted the same to other persons. The liquidation of the Company shall take place in accordance with Art. 742 et seq. of the Swiss Code of Obligations.

After all debts have been satisfied, the net proceeds shall be distributed among the shareholders in proportion to the amounts paid-in.

3.5.5 Convertibles and option rights

Pursuant to Article 3 bis of the Articles of Incorporation, Dufry Shares may be issued out of the Conditional Capital through the exercise of conversion and/or option rights granted in connection with the issuance of newly or already issued convertible debentures, debentures with option rights or other financing instruments by Dufry or one of the New Group companies. The then current owners of conversion and/or option rights shall be entitled to subscribe for the new shares.

The acquisition of shares through the exercise of conversion and/or option rights and each subsequent transfer of the shares is subject to the restrictions set forth in Article 5 of the Articles of Incorporation.

The Board of Directors may limit or withdraw the right of the shareholders to subscribe in priority to convertible debentures, debentures with option rights or other financing instruments when they are issued, if:

(a) an issue by firm underwriting by one or several banks with subsequent offering to the public without preferential subscription rights seems to be the most appropriate form of issue at the time, particularly in terms of the conditions or the time plan of the issue; or

(b) the issuance occurs in domestic or international capital markets or through a private placement; or

(c) the instruments are issued in connection with the financing or refinancing of the acquisition of an enterprise or parts of an enterprise or with participations or new investments of the Company or one of the New Group companies.

If advance subscription rights are denied by the Board of Directors, the following shall apply:

(a) conversion rights may be exercised only for up to 15 years; and option rights only for up to 7 years from the date of the respective issuance;

(b) the respective financing instruments must be issued at the relevant market conditions.

As of the Date of the Exemption Document, the Company has the following convertible bonds and options outstanding:

- the 2020 Mandatory Convertible Notes and the 2021 Convertible Bonds described under Part B, Section II, Chapter 19, Paragraph 19.1.4 of the Exemption Document; and
- the PSUs granted under the PSU Plan described under Part B, Section II, Chapter 15, Paragraph 15.2 of the Exemption Document.

3.5.6 Share repurchase and treasury shares

Swiss law limits the right of the Company to purchase and hold its own shares. The Company and its subsidiaries may purchase shares only if and to the extent that (i) the Company has freely distributable reserves in the amount of the purchase price;

and (ii) the aggregate nominal value of all shares held by the Company does not exceed 10% of the Company's share capital (20% in specific circumstances).

Dufry Shares held by the Company or its subsidiaries are not entitled to vote at shareholders' meetings, but are entitled to the economic benefits, including dividends, applicable to Dufry Shares generally. Furthermore, under Swiss law, upon the purchase of Dufry Shares, the Company must reflect on its balance sheet the amount of the purchase price of the acquired shares as a negative position through the creation of a special reserve on its balance sheet. In addition, repurchases of listed shares are subject to certain restrictions, in particular the restrictions promulgated by the Swiss Takeover Board (the regulatory board for takeover bids in Switzerland) under the FMIA and the implementing ordinances enacted thereunder.

Under a CHF 400 million share buyback program announced on 8 April 2018 and completed in October 2018, the Company bought 3,304,541 Dufry Shares, which were cancelled on 9 May 2019.

The Company may purchase own shares from time to time to meet its obligations under the PSU Plan described under Part B, Section II, Chapter 15, Paragraph 15.2 of the Exemption Document.

3.5.7 Redemption

The Dufry Shares and the Offered Shares are not subject to any redemption or exchange provision.

3.6. Indication of the resolutions, authorizations and approvals under which the Dufry Shares have been or will be issued

The Offered Shares will be issued by virtue of a resolution of the Board of Directors in execution of the Offer Capital Increase acknowledged and determined by Dufry's Board of Directors on 30 March 2023, based on the Authorized Capital under Article 3 ter, Paragraph 1, of Dufry's Articles of Incorporation, as amended by resolution of the extraordinary Shareholders' Meeting of Dufry held on 31 August 2022, or, if approved by the Dufry AGM 2023, based on the capital range (which will substitute the authorized share capital and will have, in all material aspects, the same terms and conditions as the authorized share capital).

Under Swiss law, if shares are subscribed for by contribution in kind (as is the case of the Offered Shares), the articles of incorporation must indicate the nature and value of such contribution in kind, the name of the contributing party and the amount of shares allocated to such contributing party as consideration. The valuation of the contribution in kind and the determination of the consideration is the responsibility of the Board of Directors and the Board of Directors has to ascertain that the valuation of the contribution in kind is in line with sound commercial valuation principles, in particular the principle of prudence, and that the valuation can be described as appropriate. The provision regarding the contribution in kind in the articles of incorporation may only be deleted after ten years upon resolution of a Shareholders' Meeting.

According to the Combination Agreement, with respect to any capital increase of Dufry (except with respect to capital increases in the context of business combinations or similar transactions) to be completed within 24 months from the Closing, Dufry, Edizione and Schema Beta shall discuss and agree in good faith the relevant terms and conditions, including (i) in the case of a rights offering, the treatment and mechanics for the subscription of shares for which no pre-emptive rights to subscribe to the offered shares have been exercised by shareholders and (ii) in the case of a capital increase in which pre-emptive rights are fully or partially excluded, the mechanics for Schema Beta's indirect *pro-rata* participation, it being understood that in any case Schema Beta shall be directly or indirectly granted the right to participate in the capital increase in proportion to its then shareholdings in Dufry (except in a capital increase in the context of a business combination or similar transaction).

For further information, please refer to Part B, Section II, Chapter 19, Paragraph 19.1.7 of the Exemption Document.

3.7. Issuing Date

The Offered Shares will be made available to those entitled thereto in dematerialised form – registered as book-entry securities (*Bucheffekten*) within the meaning of the FISA in the main register (*Hauptregister*) maintained by-SIS Swiss Exchange and credited through the Exchange Agent to the securities account of each tendering shareholder of Autogrill – within the Payment Date or within the possible payment date following the reopening of the Tender Period pursuant to the Issuers' Regulation (or, on the payment date of the Joint Procedure pursuant to Articles 108, Paragraph 1, and 111 of the CFA, or on the payment date of the Sell Out Procedure pursuant to Article 108, Paragraph 2, of the CFA, as the case may be).

3.8. Restrictions on the transferability of Dufry Shares

As of the Date of the Exemption Document, the subscription and acquisition of the Offered shares as well as any subsequent transfer thereof shall be subject to the restrictions pursuant to Article 5 of the Articles of Incorporation.

For information regarding the restrictions on the disposability of the Dufry Shares under the Relationship Agreement see Part B, Section II, Chapter 20, Paragraph 20.2.2, of the Exemption Document.

3.9. Applicable national legislation on takeovers

Under the applicable provisions of the FMIA, any person who acquires shares of a company whose shares are listed on a Swiss stock exchange, whether directly or indirectly or acting in concert with third parties, and, as a result, exceeds the threshold of 33⅓% of the voting rights (whether exercisable or not) of such company, must submit a public tender offer to acquire all of the listed equity securities of such company. A company's articles of incorporation may either waive this requirement entirely ("opting-out") or raise the relevant threshold up to 49% ("opting-up"). Dufry's articles of incorporation do not contain an opting-out or opting-up provision.

There is no obligation to make a bid under the foregoing rules if the voting rights in question are acquired as a result of a gift, succession or partition of an estate, a transfer based upon matrimonial property law, or execution proceedings.

Under the FMIA, any offeror who has made a tender offer for the shares of a listed Swiss target company, and who, as a result of such offer, holds more than 98% of the voting rights of the target company, may petition the court to cancel the remaining equity securities. The petition must be filed against the target company within three months after the expiration of the offer period. The remaining shareholders may join in the proceedings. If the court orders cancellation of the remaining equity securities, the target company will reissue the equity securities and deliver such securities to the offeror against payment by the offeror of the offer price for the benefit of the holders of the cancelled equity securities.

The Swiss Federal Merger Act allows a squeeze-out of minority shareholders by way of a squeeze-out merger. To the extent that at least 90% of the shareholders of the target company who are entitled to vote give their consent, the target company may be merged into the surviving company and the minority shareholders of the target company may be compensated in cash or other consideration (e.g., securities from another company) instead of receiving shares in the surviving company. However, it is not settled whether the 90% approval relates to the total number of votes represented by all shares of the target company outstanding, or the total number of shareholders of the target company entitled to vote.

3.10. Public takeover bids carried out by third parties on Dufry Shares during the last financial year and in the current financial year

During the last financial year and the current financial year, Dufry Shares were not subject to any public takeover bid.

3.11. Tax legislation on income generated by Dufry Shares

The applicable tax legislation of the Member State of the investor and those of Dufry's country of incorporation may have an impact on the income received from the Dufry Shares. Therefore, investors are required to consult their advisors in order to assess the applicable tax regime to the purchase, holding and disposal of the Dufry Shares.

In particular, dividends and other distributions on the Dufry Shares paid by Dufry out of profit or reserves will be subject to Swiss withholding tax, currently at a rate of 35%, except that dividends and other distributions paid out of reserves from capital contributions that have been confirmed by the Swiss Federal Tax Administration ("confirmed capital contribution reserves") will be exempt from Swiss withholding tax. However, when paying out a dividend on the Dufry Shares, Dufry will be required to pay out half of the dividend out of profit or reserves (other than confirmed capital contribution reserves), if any.

Cross-border investors may be entitled to reduce the Swiss withholding tax of currently 35% withheld on any such dividend or other distribution on the Dufry Shares in accordance with Switzerland's double taxation treaties. These reduced tax rates are ordinarily 15%, as in the case of the double taxation treaty with Italy. The reduced rates are available only by way of refund from the Swiss Federal Tax Administration. Relief at source is not provided for by Switzerland. Investors should be aware that the procedures for obtaining treaty relief and a refund may time consuming and burdensome.

3.12. Potential impact on investment in the event of resolution under Directive 2014/59/EU of the European Parliament and of the Council

Dufry does not fall within the scope of Directive 2014/59/EU of the European Parliament and of the Council dated 15 May 2014 establishing a framework for the reorganization and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU and Regulations (EU) no. 1093/2010 and (EU) no. 648/2012, of the European Parliament and of the Council. The resolution procedure governed by the said Directive cannot therefore be applied to Dufry.

3.13. Identity and contact details of the offeror of Dufry Shares

The offeror of the Offered Shares is Dufry.

CHAPTER 4 TERMS AND CONDITIONS OF THE OFFER

4.1. Conditions, statistics relating to the Offer, expected timetable and terms of subscription of the Offer

The Offer is addressed, without distinction and on equal terms, to all shareholders of Autogrill and is aimed at:

(i) acquiring the remaining 190,705,567 Autogrill Shares, excluding the ordinary shares in Autogrill held, directly or indirectly, by the Offeror as well as the treasury shares held by Autogrill; and

(ii) delisting the Autogrill Shares from Euronext Milan.

4.1.1. Conditions to which the Offer is subject to

The Offer is a mandatory public exchange offer pursuant to Article 106, Paragraphs 1 and 2-*bis*, of the CFA and, therefore, it is not subject to any condition.

In addition to the above, to the best of Dufry's knowledge at the Date of the Exemption Document, there are no conditions to the Offer set forth by the applicable laws.

4.1.2. Amount of the Offer

The Offer is addressed to all the shareholders of Autogrill, being aimed at acquiring 190,705,567 Autogrill Shares, excluding the ordinary shares in Autogrill held, directly or indirectly, by the Offeror and the treasury shares held by Autogrill.

The maximum amount of Offered Shares to be issued by Dufry as Share Consideration in exchange for Autogrill Shares in the context of the Offer is equal – as of the Date of the Exemption Document – to no. 30,188,692 Dufry Shares, representing approximately 19.9% of the share capital of the Offeror following the Offer Capital Increase. The exact amount of Offered Shares to be issued by Dufry as Share Consideration will vary depending on the number of treasury shares held by Autogrill, on the number of Autogrill Shares tendered to the Offer and on the number of tendering shareholders opting for the Cash Alternative Consideration in lieu of Share Consideration.

The Offered Shares will be issued by virtue of a resolution of the Board of Directors in execution of the Offer Capital Increase acknowledged and determined by Dufry's Board of Directors on 30 March 2023, based on the authorized capital under Article 3 ter, Paragraph 1, of Dufry's Articles of Incorporation, as amended by resolution of the extraordinary Shareholders' Meeting of Dufry held on 31 August 2022 or, if approved by the Dufry AGM 2023, based on the capital range (which will substitute the authorized share capital and will have, in all material aspects, the same terms and conditions as the authorized share capital).

The Offer does not involve any financial instrument convertible in Autogrill Shares.

4.1.3. Tender Period of the Offer and terms of subscription

The tender period, agreed with Borsa Italiana pursuant to Article 40, Paragraph 2, of the Issuers' Regulation, will start at 8:30 a.m. (Italian time) of 14 April 2023 and end at 5:30 p.m. (Italian time) of 15 May 2023 (first and last day included), subject to possible extensions in accordance with the applicable regulatory provisions. Accordingly, 15 May 2023, subject to possible extensions, will be the closing date of the Offer.

Accordingly, 15 May 2023, subject to possible extensions of the Tender Period, will be the closing date of the Offer.

Dufry will give notice of any changes to the Offer pursuant to applicable laws and regulations. In addition, pursuant to Article 40-*bis*, Paragraph 1, letter b), no. 1) of the Issuers' Regulation, by the trading day following the Payment Date, the Tender Period must be reopened for 5 trading days (specifically, subject to possible extensions, for the sessions of 24, 25, 26, 29 and 30 May 2023) if, upon the publication of the notice of the final results of the Offer, the Offeror gives notice that it reached a stake of more than two-thirds of the share capital in the Offeror (the "**Reopening of the Tender Period**").

If the Reopening of the Tender Period were to occur, the Offeror would deliver the offer price to each Autogrill shareholder tendering in the Offer during the Reopening of the Tender Period on the fifth trading day following the end of the Reopening of the Tender Period and, therefore, subject to possible extensions, on 6 June 2023. In this case, 30 May 2023 will therefore be the closing date of the Offer.

The Offer must be accepted by executing, and delivering to a responsible intermediary, the appropriate acceptance form (the "**Acceptance Form**"), duly completed in all of its parts, with simultaneous deposit of the Autogrill Shares with the said responsible intermediary. Autogrill shareholders tendering their Autogrill shares in the Offer may opt to receive the Cash Alternative Consideration in lieu of the Share Consideration only at the time of acceptance of the Offer and only with reference to all (and, therefore, not only to part of) the Autogrill shares tendered, being understood that, in case the tendering shareholders do not make an express choice, the Share Consideration will be paid.

Shareholders of Autogrill intending to accept the Offer may also deliver the Acceptance Form to, and deposit the Autogrill Shares indicated therein with, the Depositary Intermediaries, provided that the delivery and depositing are made in time for the depositary intermediaries to deposit the Autogrill Shares with, and deliver the related Acceptance Form to, a responsible intermediary no later than the last day of the Tender Period (or the Reopening of the Tender Period).

4.1.4. Revocation or suspension of the Offer

Since the Offer is a mandatory public exchange offer within the meaning of Articles 106, Paragraphs 1 and 2-*bis*, of the CFA, it is not subject to any condition precedent and may not be revoked or suspended by the Offeror.

4.1.5. Subscription reduction and refund method

Not applicable.

4.1.6. Minimum and/or maximum tender amount

Not applicable. For information on the maximum number of Offered Shares, please refer to Paragraph 4.1.2 above.

4.1.7. Subscription withdrawal

Acceptance of the Offer during the Tender Period (or during the Reopening of the Tender Period) by holders of the Autogrill Shares (or by a representative having the relevant powers) are irrevocable, with the consequence that, following the acceptance of the Offer, it will not be possible, for the tendering shareholders, to assign or perform other acts of disposal of the Autogrill Shares for the entire period during which they will remain bound to service the Offer. However, acceptances already made will be revocable by the accepting Autogrill shareholders who communicates the willingness to revoke the acceptance in the case of revocation permitted by applicable regulations to accept any competing offer or counter offer, pursuant to Article 44 of the Issuers' Regulation.

4.1.8. Terms and conditions for payment and delivery of securities

On the Payment Date, the Offeror will make available the Share Consideration and/or the Cash Alternative Consideration to the intermediary responsible for coordinating the collection of tenders and the latter will then transfer the Share Consideration and/or the Cash Alternative Consideration to the responsible intermediaries and/or depositary intermediaries, who shall credit the accounts and/or transfer the offered shares to the securities deposit account of their respective clients, in accordance with the instructions provided by the tendering shareholders in the Acceptance Form.

Since 0.1583 Dufry shares will be given in exchange for each Autogrill share tendered in the Offer by those Autogrill shareholders not opting for the Cash Alternative Consideration, such Autogrill shareholders may be entitled to a non-integer number of Dufry shares. If the result of the assignment of the Share Consideration to the Autogrill Shares tendered to the Offer is not a whole number of Offered Shares, the depositary intermediary or responsible intermediary to which the tendering shareholder has submitted his acceptance must indicate in the Acceptance Form the fractional part of Dufry shares to which the said acceptor is entitled (each a "**Fractional Part**"). By the trading day after the closing of the Tender Period, each responsible intermediary – also on behalf of the depositary intermediaries that have forwarded acceptances of the Offer – will inform the Intermediary responsible for coordinating the collection of tenders of the number of offered shares arising from the aggregation of the Fractional Parts. The intermediary responsible for coordinating the collection of tenders – in the name and on the behalf of the tendering shareholders of Autogrill and on the basis of the communications received from the depositary intermediaries through the responsible intermediaries – will further aggregate the Fractional parts of the offered shares and then sell the whole number of offered shares arising from such aggregation on the SIX Swiss Exchange at market conditions (including the exchange rate).

The cash proceeds of such sales will be credited (in Euro) to the relevant tendering shareholders of Autogrill in proportion to their respective Fractional Parts (the cash amount corresponding to the Fractional Part being the "**Cash Amount of the Fractional Part**"), as follows: within ten trading days of the Payment Date (*i.e.*, by 6 June 2023, except for extensions of the Tender Period pursuant to applicable legislation), the intermediary responsible for coordinating the collection of tenders will credit the proceeds of the sale to the depositary intermediaries, through the responsible intermediaries, allocating it so as to deliver to each depositary intermediary an amount equal to the total Cash Amount of the Fractional Part due to all the tendering shareholders of Autogrill that have tendered their Autogrill shares to the Offer through the depositary intermediary concerned. The depositary intermediaries will in turn be required to distribute and credit the proceeds to the acceptors, according to the procedures indicated in the Acceptance Form.

It should be noted that, as a consequence of the assignment of the Share Consideration, if a shareholder tenders to the Offer a number of Autogrill shares lower than 7 (*i.e.* the minimum number of Autogrill shares that, when multiplied by 0.1583, allows to obtain at least 1 Dufry share), such tendering shareholder will be entitled to receive only the Cash Amount of the Fractional Part.

The tendering shareholders of Autogrill will not bear any trading cost or fee, either in relation to the delivery of the offered shares or the payment of the Cash Amount of the Fractional Part. In any event, no interest of any kind will be paid on the Cash Amount of the Fractional Part.

The obligation of the Offeror to pay the consideration pursuant to the Offer will be considered fulfilled when the related consideration and any cash amount of the Fractional Part are transferred to the responsible intermediaries.

4.1.9. Results of the Offer

During the Tender Period, as possibly reopened in case of the Reopening of the Tender Period, the intermediary responsible for coordinating the collection of tenders will provide Borsa Italiana on a daily basis with information relating to tenders received during such day and to the total Autogrill shares tendered in the Offer to-date, as well as the percentage which those quantities represent in regard to the Autogrill shares subject to the Offer, in accordance with Article 41, Paragraph 2, lett. d), of the Issuers' Regulation.

Borsa Italiana will publish the information concerned by means of an appropriate notice by the day following such communication.

In addition, if, within the Tender Period, as possibly reopened in case of the Reopening of the Tender Period, as well as during and/or following the execution of the obligation to purchase under Art. 108, Par. 2, of the CFA (the "**Obligation to Purchase**"), the Offeror or the persons acting in concert with the Offeror purchase, directly and/or indirectly, additional Autogrill shares outside of the Offer, the Offeror will give notice thereof within the same day to CONSOB and the market pursuant to Article 41, Paragraph 2, lett. c), of the Issuers' Regulation.

The provisional results of the Offer will be announced by the Offeror, pursuant to Article 36 of the Issuers' Regulation, by the evening of the last day of the Tender Period or, at the latest, by 7:59 a.m. (Italian time) of the first trading day following the end of the Tender Period. The Offeror will disclose the final results of the Offer, in accordance with Article 41, Paragraph 6, of the Issuers' Regulation, by the day preceding the Payment Date by publication of the a specific notice on the final results of the Offer (the "**Notice of the Final Results of the Offer**").

Upon the publication of the Notice of the Final Results of the Offer, the Offeror will give notice of the occurrence, if any, of the requirements for the Obligation to Purchase under Art. 108, Par. 2, of the CFA or the joint procedure under Article 108, Paragraph 1 and Article 111 of the CFA, together with the information relating to the delisting.

In case of Reopening of the Tender Period:

- the provisional results of the Offer following the Reopening of the Tender Period will be announced to the market by the evening of the last day of the Reopening of the Tender Period or, at the latest, by 7.59 a.m. (Italian time) of the first trading day following the end of the Reopening of the Tender Period;

- the overall results of the Offer will be disclosed by the Offeror, pursuant to Article 41, paragraph 6, of the Issuers' Regulations, by the day preceding the date of payment following the Reopening of the Tender Period by publication of a notice on the results of the reopening. On that occasion, the Offeror will give notice of the occurrence, if any, of the requirements for the Obligation to Purchase under Art. 108, Par. 2, of the CFA or the Joint Procedure under Article 108, Paragraph 1 and Article 111 of the CFA, together with the information relating to the delisting.

4.1.10. Procedure for the exercise of any right of pre-emption, for the negotiation of subscription rights and for the treatment of subscription rights not exercised

The Offer does not provide for the exercise of any option/pre-emption rights in relation to newly issued Offered Shares, nor for any procedure for the treatment of unexercised option rights.

4.2. Plan of distribution and allotment

4.2.1. Categories of potential investors to whom securities are offered

The Offer is being launched exclusively in Italy as the Autogrill Shares are listed only on Euronext Milan and is addressed, without distinction and on equal terms, to all shareholders of Autogrill.

The Offer has not been and will not be made in or into the United States (save for what described below with regard to the U.S. Private Placement), Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority. Such jurisdictions, including the United States (save for what described below with regard to the U.S. Private Placement), Canada, Japan, Australia, and any of the aforementioned countries are referred to, collectively, as the "Excluded Countries" in this Exemption Document. In addition, the Offer has not been and will not be made, by using national or international instruments of communication or commerce of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Excluded Countries' financial intermediaries or in any other way. No actions have been taken or will be taken to make the Offer possible in any of the Excluded Countries.

The Offer has not been and will not be launched in the United States; however, certain "qualified institutional buyers" ("**QIBs**"), as defined in Rule 144A of the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and certain pre-identified employee accredited investors in the United States ("**EAIs**"), will be able to tender their Autogrill Shares through the U.S. Private Placement.

The Dufry Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction in the United States, and may not be offered, sold, pledged, delivered or otherwise transferred in or into the United States at any time except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state and other securities laws of the United States.

The Offeror will launch in the United States an exchange offer for Autogrill shares in the form of a private placement addressed solely to certain QIBs and EAIs, in reliance on the exemption from registration provided by Section 4(a)(2) of the U.S. Securities Act. The U.S. Private Placement will contemplate the same terms and conditions as the Offer, including the same consideration, Tender Period (and Reopening of the Tender Period, if applicable) and Payment Date (and payment date following the Reopening of the Tender Period, if applicable). If the requirements for the Obligation to Purchase under Art. 108, Par. 2, of the CFA are met, concurrently with the procedure to perform the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Offeror will launch in the United States a new private placement addressed to QIBs and EAIs mirroring such procedures. If the requirements for the Squeeze Out Procedure and the Obligation to Purchase under Art. 108, Par. 1, of the CFA are met, then alongside the Joint Procedure, the Offeror will mirror such procedure through a similar private placement addressed to QIBs and EAIs in the United States (the U.S. private placement at the time of the Offer and, if applicable, the subsequent private placements alongside the Obligation to Purchase under Art. 108, Par. 2, of the CFA and the Joint Procedure, the "**U.S. Private Placement**").

4.2.2. Major shareholders, members of Dufry's Board of Directors and Global Executive Committee who intend to subscribe to the Offer or other persons who intend to subscribe to the Offer for more than 5%

As of the Date of the Exemption Document, Dufry is not aware of whether major shareholders or members of Dufry's Board of Directors and Global Executive Committee intend to subscribe in the Offer or whether any other person intends to subscribe for more than five per cent of the Offer.

4.2.3. Pre-allotment disclosure

Division of the Offer into tranches

The Offer is not divided in tranches.

Claw-Back

The Offer does not envisage any claw-back mechanism.

Allotment methods

Not applicable.

Preferential treatment

There is no pre-determined preferential treatment to be granted to certain classes of investors or to certain groups.

Treatment of subscriptions or bids to subscribe

Not applicable.

Minimum allotment target

There is no minimum allotment target.

Conditions for closing the Offer and minimum duration of the Tender Period

With regard to information on the closing of the Offer and minimum duration of the Tender Period, please see Paragraph 4.1.3 above.

Multiple subscriptions

The Offer does not envisage the possibility of multiple subscription.

4.2.4. Notice of the amount allotted and possible start of dealing before notification

As regards the Share Consideration and the amount of Offered Shares allotted, the Offered Shares will be credited through the Exchange Agent on the securities deposit account of each tendering shareholder of Autogrill within the Payment Date or within the possible payment date following the re-opening of the Tender Period pursuant to Italian public takeover regulation (or, on the payment date of the Joint Procedure pursuant to Articles 108, Paragraph 1, and 111 of the CFA, or on the payment date of the Sell Out Procedure pursuant to Article 108, Paragraph 2, of the CFA, as the case may be).

For information on the notice of the results of the Offer and on the treatment of fractions of Dufry Shares resulting from the assignment of the Share Consideration, please refer to Paragraph 4.1 above.

4.3. Determination of the price of the Offer

4.3.1. Offer price and costs borne by subscribers

The Offer price per each share of Autogrill will consist of either Dufry Shares or a cash amount, the choice of which is up to the discretion of each tendering Autogrill shareholder, and namely:

b. 0.1583 Dufry Shares, or

c. Euro 6.33, in the event that the tendering Autogrill shareholder elects the Cash Alternative Consideration.

The exchange ratio which will be applied for the purposes of the Share Consideration (equal to 0.1583x) has been determined by rounding up to the fourth decimal the Exchange Ratio which has been agreed within the negotiations among the Parties of the Combination Agreement (equal to 0.1582781301928567x) also taking into account the 3-month volume weighted average closing prices of the Autogrill Shares and the Dufry Shares, *i.e.* the daily closing stock prices weighted for daily traded volumes as provided each trading day by Borsa Italiana and the SIX Swiss Exchange respectively for the Autogrill Shares and the Dufry Shares (the "**VWAP**").

Specifically, the VWAP taken in consideration refers to the 3-month period prior to 14 April 2022 included, being the last Trading Day prior to the Autogrill press release dated 19 April 2022, commenting on the press rumors regarding a potential combination between Autogrill and Dufry (the "**Undisturbed Date**"). The mentioned 3-month VWAP is equal to:

– Euro 6.33 (*i.e.* the Autogrill Share Monetary Value), corresponding to CHF 6.53 ([55]), for each Autogrill Share; and

– CHF 40.96, corresponding to Euro 39.71 ([56]), for each Dufry Share.

The Cash Alternative Consideration has been determined within the Combination Agreement as the Autogrill Share Monetary Value (Euro 6.33 per Autogrill Share), which is equal to the 3-month VWAP (prior to 14 April 2022, *i.e.* the Undisturbed Date, included) of the Autogrill Shares. The Cash Alternative Consideration has been determined as a fixed value and not adjusted depending on variations in market prices after the Announcement Date.

The consideration is intended to be net of any Italian stamp duty, registration tax or financial transaction tax, to the extent due, and of fees, commissions, and expenses, which will be borne by the Offeror, while any income, withholding or substitute tax

([55]) For Autogrill, each daily closing share price has been converted from Euro to CHF using the spot Euro/CHF FX rate at the end of that trading day.

([56]) For Dufry, each daily closing share price has been converted from CHF to Euro using the spot CHF/Euro FX rate at the end of that trading day.

on capital gains, if due, will be borne by the Autogrill shareholders tendering in the Offer.

4.3.2. Process for the disclosure of the Offer Price

The Offer Price has already been determined as of the Date of the Exemption Document and, therefore, no further procedures for its disclosure are envisaged.

4.3.3. Reasons for the exclusion of pre-emption

The Offer Capital Increase shall be carried out with the exclusion of pre-emption rights of Dufry' existing shareholders pursuant to Article 3 ter, Paragraph 4(a) of the Articles of Incorporation. Therefore, there are no pre-emption rights with regard to the Offered Shares, nor there is any procedure for the treatment of unexercised option rights.

The exclusion of pre-emptive rights of existing Dufry shareholders is justified by the primary interest of Dufry in the acquisition of the entire share capital of Autogrill by means of the exchange of the Offered Shares for the remaining Autogrill Shares, excluding treasury shares.

4.3.4. Any difference between the Offer Price and the actual cost in cash for members of the Board of Directors or of the Global Executive Committee, or affiliated persons

During the financial year ended on 31 December 2022, no member of the Global Executive Committee or other manager of Dufry, received any Dufry Shares as a result of the vesting of the PSUs granted under the PSU Plan. This because the PSUs granted in 2019, *i.e.* the only PSUs the vesting of which was fixed in 2022, did not vest since the relevant vesting performance criteria have not been reached.

In addition to the above, to the knowledge of the Offeror, none of the members of the Board of Directors and of the Global Executive Committee, other managers or persons affiliated with them, purchased Dufry Shares during the financial year ended 31 December 2022 or at a more recent date.

4.4. Placement and underwriting

4.4.1. Name and address of the Coordinators of the Offer

Not applicable.

4.4.2. Bodies responsible for the financial service

Not applicable.

4.4.3. Placement and warranty

Not applicable.

4.4.4. Date of conclusion of underwriting agreements

Not applicable.

CHAPTER 5 ADMISSION TO TRADING AND DEALING ARRANGEMENTS

5.1. Markets on which Dufry Shares are or will be the object of an application for admission to trading

As of the Date of the Exemption Document, Dufry Shares are admitted to trading on SIX Swiss Exchange (which is not an EU regulated market, an EU multilateral trade facility or SME growth market) under the symbol "DUFN" and the Autogrill Shares are admitted to trading on Euronext Milan under the symbol "AGL".

SIX Exchange Regulation, by decision dated 2 February 2023, approved the listing and trading of the Offered Shares on the SIX Swiss Exchange in accordance with the International Reporting Standard of the SIX Swiss Exchange as per issuance of the respective shares, subject to customary conditions.

The admission to trading and official listing of the Offered Shares on SIX Swiss Exchange will occur under the ISIN code CH0023405456 following the completion of the Offer and subject to satisfaction of customary conditions.

In particular, the Offered Shares will be admitted to trading and available for trading on SIX Swiss Exchange as of the Payment Date. The Offered Shares delivered as Share Consideration for the Autogrill Shares tendered during the reopening of the Tender Period will be admitted to trading and available for trading on SIX Swiss Exchange on the payment date following the reopening of the Tender Period. The Offered Shares delivered as Share Consideration within the Sell Out Procedure or the Joint Procedure will be admitted to trading and available for trading on SIX Swiss Exchange on the respectively applicable payment date(s).

Trading and clearing on the SIX Swiss Exchange will be carried out in CHF and price information will be provided and published in CHF only.

The admission to trading and official listing of the Offered Shares on SIX Swiss Exchange following the completion of the Offer is subject to Dufry fulfilling the rules issued by SIX Swiss Regulation at any given time.

5.2. Markets on which the Shares are traded

As of the Date of the Exemption Document, Dufry Shares are admitted to trading only on the SIX Swiss Exchange. To the knowledge of Dufry, the Dufry Shares are not admitted to trading on other third country markets, nor on EU regulated markets or SME growth markets or multilateral trading facilities.

5.3. Other placements

Not applicable.

5.4. Intermediaries in secondary trading

Not applicable.

5.5. Stabilisation

Not applicable.

5.6. Over-allotment and "green shoe"

Not applicable.

CHAPTER 6 SELLING SECURITIES OWNERS

The Offer does not provide for the sale of outstanding Dufry Shares by existing shareholders of Dufry.

CHAPTER 7 COSTS RELATED TO THE OFFER

7.1. Total net proceeds and estimate of total expenses related to the Offer

In the context of the Offer, there are no envisaged proceeds in favour of Dufry.

As regards the estimate of the total expenses to be borne by Dufry in relation to the Offer, if all of the Autogrill Shares Subject to the Offer are tendered:

- should all tendering Autogrill shareholders (other than the Offeror and Autogrill) opt for the Share Consideration, 30,188,692 Dufry Shares will be issued and delivered, in the aggregate, to Autogrill shareholders (other than the Offeror and Autogrill), representing approximately 19.9% of the share capital of the Offeror following the Offer Capital Increase;
- should all tendering Autogrill shareholders (other than the Offeror and Autogrill) opt for the Cash Alternative Consideration, overall Euro 1,207 million will be paid to Autogrill shareholders (other than the Offeror and Autogrill).

Transaction costs, covering M&A fees and financing costs, are estimated at approximately CHF 100 million (Euro 101 million), which have been already incurred for CHF 20 million (Euro 20 million) and recorded in the Consolidated financial statements of Dufry for the year ended 31 December 2022, and the residual portion of CHF 80 million (Euro 81 million) will be recognized in year 1 after the Closing Date and out of which approximately CHF 42 million (Euro 42 million) relating to the Offer.

The Cash Alternative Consideration of the Mandatory Exchange Offer and the Transaction costs will be financed through the use of Dufry's available liquidity (*i.e.* own funds and/or other liquidity deriving from the Revolving Credit Facility expiring in December 2027 with available credit lines for Euro 1,671.2 million at the Date of the Exemption Document) and/or through the Bridge Facilities Agreement, according to which the lenders made available to the Company a maximum amount (in aggregate) equal to Euro 1,215 million for the purpose of financing *inter alia* the payment of the Cash Alternative Consideration. As of the Date of the Exemption Document, the Company has not taken any formal decision yet on the method of financing of the Cash Alternative Consideration and the Transaction costs. Such decision will be taken also considering the trends in the level of acceptance of the Offer and/or in the number of Autogrill shareholders electing the Cash Alternative Consideration in lieu of the Share Consideration.

Should the Cash Alternative Consideration be financed through the Bridge Facilities Agreement, the Offeror expects to reimburse such facilities through the proceeds of the issue of equity and/or debt instruments (even convertible) and/or through available liquidity, including through a partial drawdown of the Revolving Credit

Facility. In this regard, it should be noted that the Dufry AGM 2023 to be held on 8 May 2023 is called, *inter alia*, to resolve on the proposal to (i) replace the existing Authorized Capital pursuant to Article 3 ter of Dufry's Articles of Incorporation with a capital range (which if approved will have, in all material aspects, the same terms and conditions as such authorized share capital) which can be used by the Offeror, among other, to serve the Offer Capital Increase and to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of issuance of new Dufry shares; (ii) create additional conditional share capital in order to have the option to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceeds of the issue of convertible debt instruments. Moreover, the Dufry Group's Cash and Cash equivalent as of the Date of the Exemption Document is equal to CHF 1,081.9 million, out of which CHF 781.9 million are free of limitations (as CHF 300 million are the minimum cash to be held for covenants).

As of Date of the Exemption Document, the Offeror has not taken any formal decision yet on how to reimburse the bridge facility in the event it were to be used to finance the Cash Alternative Consideration.

CHAPTER 8 DILUTION

8.1. Immediate dilution following the Offer

As of the Date of the Exemption Document, Dufry's share capital, resolved, subscribed and paid up, is equal to CHF 607,301,680 divided into 121,460,336 Dufry Shares, fully paid-in, with a nominal value equal to CHF 5 each.

As of the Date of the Exemption Document, based on the number of Autogrill Shares Subject to the Offer and assuming that (i) no additional Autogrill Shares are issued during the Offer and (ii) all the Autogrill's shareholders will tender their shares, Dufry is expected to issue to the tendering shareholders of Autogrill upon completion of the Offer between 0 Offered Shares (assuming that none of the tendering shareholders of Autogrill elect the Share Consideration) and 30,188,692 Offered Shares (assuming that all the Autogrill tendering shareholders elect the Share Consideration) all with a nominal value of CHF 5 per share. All the Offered Shares to be issued upon completion of the Offer will be issued as fully paid-up shares.

Based on the expected number of Offered Shares to be issued as a result of the Offer as set out above and taking into account that the Offer Capital Increase will be carried out with the exclusion of pre-emptive rights of Dufry shareholders, an existing Dufry shareholder who holds 1% prior to the completion of the Offer will hold between 1% of Dufry Shares (assuming that none of the tendering Autogrill shareholders elect the Share Consideration) and 0.8% (assuming that all the Autogrill tendering shareholders will tender their shares, opting for the Share Consideration) of the total issued and outstanding share capital and the total voting rights of Dufry following the completion of the Offer.

For a description of Dufry's major shareholdings in the event of a complete success of the Offer and assuming (a) that none of the tendering shareholders of Autogrill elect the Share Consideration, or (b) that all the tendering shareholders of Autogrill elect the Share Consideration, please see Part B, Section I, Chapter 16 of the Exemption Document.

The consolidated net asset value per Dufry Share as of 31 December 2022 was equal to CHF 10.6 (Euro 10.8), against a nominal value of each of the Offered Shares equal to CHF 5 (Euro 5.1) (to be fully allocated to capital).

8.2. Amount and percentage of immediate dilution in the event that part of the issue is reserved for certain investors

The Offer is entirely reserved to remaining shareholders of Autogrill.

For information on the dilution of the existing shareholders of Dufry upon completion of the Offer, please refer to the preceding Paragraph 8.1.

CHAPTER 9 ADDITIONAL INFORMATION

9.1. The role of the issuing consultants

The Exemption Document does not mention consultants related to the Transfer.

9.2. Auditor's report on the information contained in Section III.

The Exemption Document does not contain any additional information, as compared to Part B, Section I, Chapters 7, 8, 18 of the Exemption Document, that has been subject to audit or review.

SECTION IV DESCRIPTION OF THE TRANSACTION

4.1 Purpose and objectives of the Transaction

For a description of the purpose of the Transfer and the Offer, for Dufry, Autogrill and the respective shareholders, and for a description of any expected benefits arising from the Transfer and the Offer, please refer to Part B, Section I, Chapter 5, Paragraph 5.4; Section III, Chapter 2, Paragraph 2.4 and Section V, Paragraph 5.1 of the Exemption Document.

4.2 Conditions of the Transaction

With regard to the information on the Offer, including the procedures and terms of the Offer and the applicable law to the underlying agreement, the financing structure of the Offer, and the timeline of the Offer, please refer to the information contained in Section III, Chapter 4 of the Exemption Document.

As regards the conditions to the Offer, the Offer is a mandatory public exchange offer pursuant to Article 106, Paragraphs 1 and 2-*bis*, of the CFA and, therefore, it is not subject to any condition.

As regards the agreements regulating the Transaction, please refer to Part B, Section I, Chapter 20, Paragraph 20.2, of the Exemption Document.

4.3 Risk factors

For a description of the risk factors related to the Transfer, please refer to Part A of the Exemption Document.

4.4 Conflict of interest

Regarding any conflict of interests that Dufry, Autogrill and their shareholders may have in connection with the Offer, please see Part B, Section II, Chapter 12, Paragraph 12.2.

With reference to the Offer, it should be noted that:

(i) UBS AG, Credit Suisse (Switzerland) Ltd., and UniCredit Bank AG act as financial advisors to the Offeror in relation to the Offer and will receive fees for such service;

(ii) UniCredit Bank AG, Milan Branch, acts as intermediary responsible for coordinating the collection of tenders and will receive fees for such service;

(iii) ING Bank N.V., Sucursal en España, UniCredit Bank AG, UBS AG London Branch, Credit Suisse (Switzerland) Ltd., Banco Bilbao Vizcaya Argentaria, S.A., Banco Santander, S.A., Bank of America Europe Designated Activity Company, BNP Paribas Fortis SA/NV, BNP Paribas SA, HSBC Bank plc and Mediobanca

International (Luxembourg) S.A., ING Bank N.V., London Branch and UniCredit Bank AG are part to the Bridge Facilities Agreement;

(iv) UniCredit Bank AG also acts as issuing bank of the guarantee of full performance and receives fees for such service.

Also, UBS AG, Credit Suisse (Switzerland) Ltd., and UniCredit Bank AG and companies of their respective groups in their ordinary course of business may have provided, and may provide in the future, credit lines and investments, corporate banking and financial advisory services to, or may maintain investment banking or commercial or fiduciary relationships with, or may at any time hold short or long positions and, if permitted by applicable law, trade or otherwise perform transactions, on their own behalf or on behalf of clients, in equity or debt instruments, loans or other financial instruments of the Issuer, the Offeror, other entities involved in the Offer and their respective groups.

4.5 Offer consideration

For the information on the Consideration, including (i) the recipients of the Offer, (ii) the consideration offered for each Autogrill Share (both the Share Consideration and the Cash Alternative Consideration), (iii) evaluation methods and assumptions used to determine the Consideration (both the Share Consideration and the Cash Alternative Consideration), please refer to the information contained in Section III, Chapter 4 of the Exemption Document.

SECTION V IMPACT OF THE TRANSACTION ON THE OFFEROR

5.1. Strategy and objectives

The Offer is aimed at acquiring Autogrill's entire share capital, with the objective of delisting Autogrill's Shares from the Euronext Milan. If, as a result of the Offer or otherwise, the conditions under Article 108, Paragraph 2, of the CFA are met, Dufry will refrain from restoring the free float of Autogrill and will carry out the Sell Out Procedure in accordance with applicable law.

If, as a result of the Offer or the Sell Out Procedure, as the case may be, the conditions contemplated in Article 111 of the CFA are fulfilled, Dufry will exercise its right to buy out the remaining outstanding Autogrill Shares Subject to the Offer, carrying out the Squeeze Out Procedure in accordance with applicable law within the Joint Procedure, thus permitting the Delisting of the Autogrill Shares from Euronext Milan.

Following the completion of the Offer, should the conditions for the Sell Out or the Joint Procedure not be met: (i) there could in any case be a scarcity of free float such as the regular course of trading of the Autogrill Shares is not ensured. In this case, the Offeror does not intend to put in place any measure aimed at restoring the minimum free float conditions to ensure the regular trading of the Autogrill Shares and Borsa Italiana could order the suspension of the Autogrill Shares from listing and/or the Delisting pursuant to Article 2.5.1 of the Stock Exchange Regulation; and (ii) the Offeror may propose to the shareholders' meeting of Autogrill the merger of the latter into the Offeror or in a non-listed company controlled by the Offeror.

In this latter case, the shareholders of Autogrill that did not vote in favour of the resolution approving the merger would have the right to withdraw for the reasons provided under to Article 2437 and/or 2437-*quinquies* of the Italian Civil Code if the relevant conditions are met. Should the withdrawal right be exercised, the liquidation value of the shares subject to withdrawal will be determined pursuant to Article 2437-*ter*, paragraph 3, of the Italian Civil Code, by reference to the arithmetic average of the closing price of the Autogrill Shares during the 6 months preceding the publication of the notice of the shareholders' meeting called to approve the merger. Without prejudice to the foregoing, should the Offeror reach a threshold of 66.67% of Autogrill's voting share capital upon completion of the Offer, the merger by incorporation may also be approved with only the Offeror's favourable vote. In any case, as of the Date of the Exemption Document, no formal decisions have been taken by the competent bodies of the companies that might be involved regarding the possible merger, or the manner in which it would be carried out.

For further information, please refer to Part B, Section I, Chapter 5, Paragraph 5.4 of the Exemption Document.

Strategic and business purpose

The New Group serves over 2.3 billion passengers across all continents in approx. 5,500 outlets at around 1,200 airport and other locations. With a global footprint and presence in more than 75 countries, the New Group offers an exceptional experience and knowledge within the industry and enables strong, mutual value-creating relationships with concession partners and suppliers. The New Group employs around 60,000 people from over 150 nationalities globally, united as one team.

From a business standpoint, the Transaction and the Offer are aimed at fostering the objectives of strategic integration of both Dufry and Autogrill with the view to creating a global group in the travel retail, F&B industries with the following compelling strategic rationale.

- **Enhanced travel experience including F&B and digital engagement to serve passengers**: the combined entity will be in a position to provide travelers with a redefined, holistic travel experience that reflects evolving consumer trends. Complementing Dufry's portfolio with F&B broadens its offering and gives it more contact points with travellers. In addition, the New Group will have greater resources to grow its digital capabilities, focused on delivering tailored passenger experiences.
- **Holistic service portfolio for concession partners and brands**: the integration of Travel Retail, Convenience and F&B will allow the New Group to improve the commercial setup and revenue generation for concession partners. This also includes bidding to act as Master Concessionaire/Terminal Manager, guaranteeing the best commercial setup and efficient handling to concession partners.
- **Business diversification and expansion in the highly attractive and resilient U.S. market**: the New Group will benefit from a strengthened management team and an increased level of diversification by geography, business type and channel, driven by Autogrill's strong position in the highly attractive and resilient U.S. F&B market, as well as its current exposure to the duty-paid market and multi-channel approach. The New Group will be present in more than 100 airports in the U.S., and with a shared presence in 17 of the country's top 20 largest airports.
- **Increased business development opportunities**: moreover, the transaction will expand Dufry's growth opportunities to other attractive international markets including Asia-Pacific, the Middle East, Latin America, and Africa. F&B is expected to be supported by future industry dynamics that can further drive growth, e.g., limited offerings on board, increasing travelers' propensity to grab

drinks and foods before boarding, rising interest in regional food, and demand for new experiences and concepts.

- **Supportive for deleveraging**: the New Group is expected to benefit from a materially strengthened balance sheet and lower financial leverage (where the leverage is calculated as Net Debt / CORE EBITDA. Net Debt is calculated as interest bearing borrowings (not including lease obligations) netted by cash and cash equivalents) compared to Dufry as a stand-alone entity. De-leveraging is the focus of the New Group over the projection period.
- **Value enhancing transaction for shareholders**: As a consequence of all the above, the Transaction is expected to create sustainable value to shareholders. In addition, the Comb3ination is expected to generate new revenue opportunities going forward through diversification and innovation. The New Group will continue to foster its ESG commitments and engagement for all stakeholders.

Dufry expects full run rate synergies of CHF 85 million (Euro 85.9 million) per year at EBITDA level starting from 2025. With regard to period 2023-2024 expected cumulative synergies amount to around CHF 70 million ([57]).

First, Dufry expects to realize optimization measures at the cost of goods sold level in F&B and convenience with focus on the U.S. business. Secondly, Dufry expects to optimize support function costs and reduce business-related operating expenses. Synergies are planned to be realized in the first two years post-transaction. A dedicated team will focus on the delivery on a Zero-based budgeting approach.

The integration will also include defining a corporate identity and company name for the New Group, representing the enhanced portfolio, complementary offerings and valuable expertise of both companies.

Future investments and sources of financing

As of the Date of the Exemption Document, the Board of Directors of Dufry has not taken any formal decision in relation to significant investments other than the Offer.

As described in Autogrill Group's 2022 Annual Report, in December 2022 Autogrill's loan agreement with a pool of banks, for maximum total principal of Euro one billion, was waived. Namely, the original agreement provided, *inter alia*, for the obligation to fully repay the loan and the cancellation of the credit facilities if within 30 days of the occurrence of a change of control no agreement had been reached with the lenders. The waiver agreed provided, in case of Autogrill's change of control resulting from the Transfer, for the full repayment of the loan and the cancellation of the credit

[57] Synergy phasing depending on the outcome of the Offer and subject to industry recovery projections.

facilities within the fifth business days following the settlement of the Offer (or by 30 September 2023, if earlier).

With regard to the above, it should be noted that, on 20 December 2022, the Dufry Group entered into a Revolving Credit Facility with a pool of banks, for a total amount of total Euro 2,085 million – of which Euro 443 million are available as of the Date of the Exemption Document. In March 2023 Dufry International AG initiated the process to request, pursuant to the Revolving Credit Facilities Agreement, the increase of up to Euro 665,000,000.00 of the lending commitment under the Facilities with the same fixed maturity date of the existing Facilities (*i.e.* December 2027)(the "**Accordion Increase Request**"). The increase in the Facilities commitments will occur only if the requested increased commitments are assumed by one or more existing or new lenders willing to provide such increase.. The increase in the lending commitment under the Facilities will provide additional flexibility to the New Group for the repayment of any existing financial indebtedness and/or for general corporate purposes. In this context, the Offeror intends to use a portion of the amounts available under the Facilities and/or cash flow under the balance sheet to refinance Autogrill's outstanding debt, equal to Euro 560.3 million at the Date of the Exemption Document. Such refinancing will not have any impact on the New Group gross financial indebtedness. On 28 and 29 March 2023, the Offeror received commitments under the Accordion Increase Request for a total amount of Euro 180 million, of which: (i) Euro 150 million will expire within 3 calendar months if the final accordion documentation is not executed within the same term; and (ii) Euro 30 million will expire within 2 calendar months if the final accordion documentation is not executed within the same term and is subject to the repayment and cancellation of existing Autogrill debt (which shall be repaid and canceled within the fifth business day following the settlement of the Offer, or by 30 September 2023, if earlier). The negotiations with the lenders for the additional commitments are still ongoing.

For further information on the Revolving Credit Facility, please refer to Part B, Section I, Chapter 20, Paragraph 20.1.5.

Any restructuring and/or reorganization

Even after Delisting, Dufry does not exclude evaluating in the future the opportunity to carry out any further extraordinary transactions and/or corporate and business reorganization that will be deemed appropriate, in line with the objectives and the rationale of the Combination, as well as with Dufry's growth and development goals, also in order to ensure the integration of the activities of Dufry and Autogrill.

It should also be noted that, in any case, at the Date of the Exemption Document, no formal decisions have been taken by the competent bodies.

5.2. Material agreements

For detailed information on the agreements entered in the context of the Transaction see Part B, Section I, Chapter 20, Paragraph 20.2.

5.3. Divestments

To the extent kwon by Dufry, also considering the information related to the Autogrill Group mentioned in the annual financial statement as of 31 December 2022 of Autogrill, as of the Date of the Exemption Document, no information is known with regard to significant divestments, such as significant sales of subsidiaries or of one or more main lines of business (within the Autogrill Group) as a result of the Offer; neither did Dufry as of the Date of the Exemption Document take any resolution regarding divestments following the Offer.

5.4. Corporate governance

With regard to the information about names, business addresses and functions within Dufry of the members of the Board of Directors, the Global Executive Committee, or the management of Dufry, that have been appointed immediately after the Transfer or whose appointment became effective after the completion of the Transaction, please see the relevant description of the Combination Agreement and Relationship Agreement included in Part B, Section I, Chapter 20, of the Exemption Document.

Except as represented in the referred Paragraphs of the Exemption Document, as of the Date of the Exemption Document, Dufry is not aware of the names of any other individuals who will make up the corporate bodies of Dufry upon successful completion of the Offer.

For a description of the potential conflicts of interest between the obligations fulfilled by the present and future members of the Board of Directors and Global Executive Committee of Dufry and their private interests or other obligations, please refer to Part B, Section I, Chapter 12, Paragraphs 12.2.1 and 12.2.2 of the Exemption Document.

As of the Date of the Exemption Document, to the best of the Dufry's knowledge, none of the members of the Board of Directors or of the Global Executive Committee has entered into any agreement providing restrictions on the disposal, within certain period of time, of their holdings in Dufry's securities, if any.

5.5. Shareholdings

For a description of Dufry's major shareholdings in the event of a complete success of the Offer and assuming (a) that none of the tendering shareholders of Autogrill elect the Share Consideration, or (b) that all the tendering shareholders of Autogrill elect the Share Consideration, please see Part B, Section I, Chapter 16 of the Exemption Document.

5.6. Pro forma financial information

For pro forma financial information please refer to Part B, Section I, Paragraph 18.4, of the Exemption Document.

5.7. Content of pro forma financial information

For pro forma financial information please refer to Part B, Section I, Paragraph 18.4, of the Exemption Document.

5.8. Principles for the preparation and presentation of pro forma financial information

For information on the principles for the preparation and presentation of pro forma financial information, please refer to Part B, Section I, Paragraph 18.4, of the Exemption Document.

5.9. Audit/accounting report requirements

For the report of the Audit firm on the pro forma financial information please refer to Part B, Section I, Paragraph 18.4, of the Exemption Document.

DEFINITIONS

Below is a list of the definitions and terms used in the Exemption Document. Such definitions and terms have the following meanings, unless otherwise indicated.

Terms and definitions in the singular shall also include reference to the plural, and vice-versa, where the context requires. The additional terms and definitions used in the Exemption Document have the meanings ascribed to them in the text.

Annual Report 2022	The annual report relating to the financial year ended 31 December 2022 published by Dufry on 7 March 2023.
Articles of Incorporation	The articles of incorporation of Dufry in force as of the Date of the Exemption Document.
Autogrill	Autogrill S.p.A., with registered office in Novara, Via Luigi Giulietti no. 9, Italy, registered with the commercial register of Monte Rosa Laghi Alto Piemonte, Italian Tax Code and VAT no. 01630730032.
Autogrill Articles of Incorporation	The articles of incorporation of Autogrill in force as of the Date of the Exemption Document.
Autogrill Group	Autogrill and the companies directly or indirectly controlled by Autogrill pursuant to Article 2359 of the Italian Civil Code and Article 93 CFA, as of the Date of the Exemption Document, jointly considered.
Autogrill Share Monetary Value	The evaluation of Euro 6.33 for each Autogrill Share (no dividend right attached), calculated on the basis of the 3-month volume-weighted arithmetic average closing prices (prior to the Undisturbed Date) of the Autogrill Shares.
Autogrill Shares	The no. 385,033,542 Autogrill ordinary shares, without nominal value, listed on Euronext Milan (ISIN code IT0001137345), which represent the subscribed and paid-up share capital of Autogrill as of the Date of the Exemption Document.

Autogrill Share(s) Subject to the Offer	Each of (or, in plural, depending on the context, all or part of) the maximum no. 190,705,567 Autogrill Shares, without nominal value, representing approximately 49.5% of Autogrill's share capital, *i.e.* all Autogrill Shares excluding Autogrill Shares held, directly or indirectly, by the Offeror (representing approximately 50.3% of the share capital of Autogrill) and the treasury shares held by Autogrill (representing approximately 0.2% of the share capital of Autogrill).
Board Committees	Collectively, the Audit Committee, the Remuneration Committee, the Nomination Committee, the ESG Committee and the Strategy and Integration Committee, organized by and within the Board of Directors.
Board of Directors	The board of directors of Dufry.
Borsa Italiana	Borsa Italiana S.p.A., the company that organizes and manages the Euronext Milan.
Bridge Facilities Agreement	The bridge facilities agreement for an overall principal amount of Euro 1,215,000,000 entered into on 3 February 2023 between, amongst others, Dufry International AG and Dufry Financial Services B.V., as borrowers, the Offeror as guarantor and UniCredit Bank AG as issuing bank.
Projections	The economic, financial and capital forecasts of the New Group for the period from 2023 to 2027, approved by the Board of Directors of Dufry on 7 March 2023.
Cash Alternative Consideration	The cash consideration to be offered – as an alternative to the Share Consideration – pursuant to Article 106, Paragraph 2-*bis*, of the CFA, to the shareholders of Autogrill who request so at the moment of tendering to the Offer and the U.S. Private Placement, equal to Euro 6.33 per Autogrill Share, *i.e.* the Autogrill Share Monetary Value.

CFA or **Consolidated Financial Act**	The Italian Legislative Decree of the 24 February 1998 no. 58, as subsequently amended and supplemented.
Chairman or **Executive Chairman**	The chairman of the Board of Directors of Dufry.
Closing	The completion of the Transfer to Dufry of the Majority Stake against issuance of the Notes to Schema Beta pursuant to the Combination Agreement.
Closing Date	3 February 2023, *i.e.* the effective date of the Transfer.
Combination Agreement	The combination agreement entered into by and between Dufry, Edizione and Schema Beta on 11 July 2022, as amended and described in Part B, section II, Chapter 20, Paragraph 20.2.1.
Combination or **Transaction**	The overall transaction described and regulated by the Combination Agreement, involving the Transfer and the Offer.
Commercial Register	The Commercial Register of the Canton of Basel-Stadt, Switzerland.
Compensation Ordinance	The Swiss Federal Ordinance Against Excessive Compensation of Listed Companies of 20 November 2013 as subsequently amended and supplemented.
Consideration or **Offer Price**	The consideration offered by Dufry to the shareholders of Autogrill – in the context of the Offer and the U.S. Private Placement – for each Autogrill Share, namely the Share Consideration or the Cash Alternative Consideration, as described in the Offer Document.
CONSOB	The Italian Commissione Nazionale per le Società e la Borsa (*i.e.* the public authority responsible for regulating the Italian financial markets).
Corporate Governance Directive	The Directive on Information relating to Corporate Governance of 20 March 2018 (as subsequently amended and supplemented) of SIX Exchange Regulation.

Date of the Exemption Document	6 April 2023, *i.e.* the date of publication of this Exemption Document.
Delisting	The delisting of the Autogrill Shares from the Euronext Milan.
Dufry AGM 2023	The ordinary Shareholders' Meeting of Dufry to be held on 8 May 2023 convened on 3 April 2023, *inter alia*, to resolve on the proposal of (i) replacing the existing authorized share capital pursuant to Article 3 ter of Dufry's Articles of Incorporation with a capital range (which if approved will have, in all material aspects, the same terms and conditions as such authorized share capital) to serve, among others, the Offer Capital Increase, and (ii) creating additional conditional capital for the purposes of having the option to repay the potential indebtedness incurred for the payment of the Cash Alternative Consideration through the proceed of the issue of convertible debt instruments.
Dufry Group or **Group**	Dufry and the companies directly or indirectly controlled by Dufry pursuant to Article 963, Paragraph 2, of the Swiss Code of Obligations, jointly considered, before Closing (*i.e.* without Autogrill and its subsidiaries).
Dufry or **Company** or **Offeror**	Dufry AG, a corporation organized under the laws of Switzerland, having its registered office at Brunngässlein 12, 4052 Basel (Switzerland), registered with the Commercial Register of Swiss Canton of Basel-City under number CHE-110.286.241.
Dufry Shares	The no. 121,460,336 Dufry ordinary shares, with a nominal value of CHF 5.00 per share, listed on the SIX Swiss Exchange (ISIN code CH0023405456), which represent the subscribed and paid-up share capital of Dufry as of the Date of the Exemption Document.
Edizione	Edizione S.p.A., a corporation organized under the laws of Italy, having its registered office at Piazza Duomo 19, Treviso (Italy), registered with the Trade

	and Commercial Register of Treviso-Belluno at number 00778570267.
Euronext Milan	The Italian regulated stock-exchange named Euronext Milan, organized and managed by Borsa Italiana.
Exchange Agent	UniCredit Bank AG, Milan Branch, which – acting in its own name but for the account of the Autogrill shareholders who have validly tendered their Autogrill Shares into the Offer – will pay-in by contribution in kind the newly issued Dufry Shares to be issued in the Offer Capital Increase.
Exchange Ratio	The exchange ratio of 0.1582781301928567 ([58]) Dufry Shares for each Autogrill Share applied on the basis of the Combination Agreement in connection with the Transfer as described under Part B, Section I, Chapter 20, Paragraph 20.2.1 of the Exemption Document.
Exemption Document	This exemption document pursuant to Article 34-*ter*, Paragraph 02, of the Issuers' Regulation prepared by Dufry, for the purposes of the exemption from the obligation to publish a prospectus set forth under Article 1, Paragraph 4, letter (f), of Regulation (EU) 2017/1129 of the European Parliament and the Council, of 14 June 2017.
FINMA	The Swiss Financial Market Supervisory Authority.
FISA	The Swiss Federal Intermediated Securities Act of 3 October 2008, as subsequently amended and supplemented.
FMIA	Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015, as subsequently amended and supplemented.
Global Executive Committee or **GEC**	The Dufry Group's "executive management", consisting of the Group CEO, as well as any other

([58]) For the purposes of determining the Share Consideration of the Offer, a four-decimal number has been applied and, consequently, the exchange ratio was rounded up to 0.1583.

	officer duly appointed by the Board of Directors in a capacity as a member of the GEC.
Group CEO	The chief executive officer of the Dufry Group.
Honorary Chairman	The honorary chairman of the Board of Directors of Dufry.
IAS/IFRS	The International Financial and Accounting Reporting Standards issued by the International Accounting Standards Board.
Independent Auditor or **EY**	Ernst & Young Ltd., with registered office at Aeschengraben 27, 4051 Basel, Switzerland, registered under no. CHE -491.907.686 in the Commercial Register of the Canton of Zurich (Switzerland).
Issuers' Regulation	The regulation approved by CONSOB resolution no. 11971, of 14 May 1999, as subsequently amended and supplemented.
Italian Civil Code	The Italian civil code, approved by way of Royal Decree no. 262 of March 1942, as subsequently amended and supplemented.
Joint Procedure	The joint procedure pursuant to which Dufry, by carrying out the Squeeze Out Procedure, will fulfil, at the same time, the obligation to purchase the remaining Autogrill Shares Subject to the Offer pursuant to Article 108, Paragraph 1, of the CFA, *vis-à-vis* the owners of Autogrill Shares which so request, in accordance with the procedures to be agreed with Consob and Borsa Italiana.
Majority Stake	The 193,730,675 Autogrill Shares representing approximately 50.315% of the share capital of Autogrill, transferred by Schema Beta to Dufry on the Closing Date pursuant to the Combination Agreement.
Mandatory Exchange Offer or **Offer**	The mandatory public exchange offer, promoted by Dufry pursuant to Articles 102 and 106, Paragraphs 1 and 2-*bis*, of the Consolidated Financial Act and the relevant applicable provisions of the Issuers' Regulation, for all of the Autogrill Shares, excluding

	Autogrill Shares held, directly or indirectly, by the Offeror and the treasury shares held by Autogrill, as described in the Offer Document.
New Group	The Dufry Group and the Autogrill Group, jointly considered.
Notes	The non-interest bearing convertible notes with an aggregate principal amount of CHF 1,255,969,955.84 and mandatorily convertible into an aggregate of 30,663,329 Dufry Shares, issued by Dufry and delivered to Schema Beta under the terms of the Combination Agreement converted on the Closing Date.
Offer Capital Increase	The capital increase(s) (excluding the pre-emption rights) based on the authorization by the extraordinary Shareholders' Meeting of 31 August 2022 or, if substituted by the authorization by the Dufry AGM 2023, such authorization, as acknowledged and determined by the Board of Directors of Dufry on 30 March 2023, for a maximum amount of CHF 151,416,220 and up to 30,283,244 fully paid registered shares of Dufry, in order to issue the number of Offered Shares that will be required as Share Consideration.
Offer Document	The document relating to the Mandatory Exchange Offer, pursuant to Articles 102 and 106 of the Consolidated Financial Act, promoted by Dufry on the Autogrill Shares, drafted and published pursuant to the applicable provisions of the CFA and the Issuers' Regulation.
Offered Shares	Up to 30,283,244 registered shares of the Company with a nominal value of CHF 5.00 each, offered as Share Consideration for the Autogrill Shares Subject to the Offer, as described under Part B, Section III, Chapter 3, Paragraph 3.1. of the Exemption Document.
Payment Date	The date on which the payment of the Consideration will be made to the tendering shareholders of Autogrill, corresponding to the sixth Trading Day

following the end of the Tender Period and thus 23 May 2023 (unless extended in accordance with the applicable regulations), as described in the Offer Document.

PSU Plan The Performance Share Unit Plan, *i.e.* the long-term share-based incentive plan for the members of the Global Executive Committee and other senior managers implemented by Dufry since 2013 and executed by means of annual grants of PSUs, as better described under Part B, Section II, Chapter 15, Paragraph 15.2.1 of the Exemption Document.

Relationship Agreement The relationship agreement entered into by and among Dufry, Schema Beta and Edizione, on the Closing Date, as subsequently amended, setting forth certain governance and other undertakings of Dufry, Edizione and Schema Beta, in light of Schema Beta becoming a significant shareholder of Dufry.

Revolving Credit Facility or **RCF** The revolving credit facility of CHF 2.063 billion entered into by the Dufry Group on 20 December 2022 and expiring in December 2027, as described in Part B, Section I, Chapter 20, Paragraph 20.1.5 of the Exemption Document.

Schema Beta Schema Beta S.p.A., a corporation organized under the laws of Italy, having its registered office at Piazza Duomo 19, Treviso (Italy), registered with the Trade and Companies Registry of Treviso-Belluno at number 03914040260.

Sell Out Procedure The obligation of Dufry to purchase, from those who request it, all of the remaining Autogrill Shares Subject to the Offer pursuant to Article 108, Paragraph 2, of the CFA, that the Offeror shall implement in case it comes to hold more than 90% but less than 95% of Autogrill's share capital as a result of the Autogrill Shares tendered in the Offer and/or acquired outside the Offer, including any Autogrill Shares tendered in the context of the U.S. Private Placement carried out by the Offeror in the United States (in each case, during the Tender

	Period and/or the Reopening of the Tender Period, as applicable).
Share Consideration	The consideration in Dufry Shares offered by Dufry to the tendering shareholders of Autogrill for the Autogrill Shares Subject to the Offer, consisting of 0.1583 Offered Shares for each Autogrill Share.
Shareholders' Meeting	The shareholders' meeting of Dufry.
SIX Swiss Exchange or **SIX**	The Swiss stock exchange operated by SIX Swiss Exchange AG, Zurich (CHE-106.787.008).
Squeeze Out Procedure	The right of the Offeror to purchase all of the remaining Autogrill Shares pursuant to Article 111, Paragraph 1, of the CFA, that the Offeror will exercise in case it comes to hold an aggregate shareholding of at least 95% of Autogrill's share capital as a result of the Autogrill Shares tendered in the Offer and/or acquired outside the Offer, including any Autogrill Shares tendered in the context of the U.S. Private Placement carried out by the Offeror in the United States (in each case, during the Tender Period and/or the Reopening of the Tender Period, if any, and/or during and/or following the Sell Out Procedure, as applicable).
Statutory Auditors	The audit firm Deloitte AG, with registered office at Pfingstweidstrasse 11, 8005 Zurich, Switzerland, registered under no. CHE-101.377.666 in the Commercial Register of the Canton of Zurich.
Stock Exchange Regulation	The Regulations of the Markets Organized and Managed by Borsa Italiana in effect on the Date of the Exemption Document.
Swiss Code of Best Practice	The Swiss Code of Best Practice for Corporate Governance, as amended, issued by economiesuisse, the largest umbrella organization representing Swiss businesses, containing non-binding recommendations for good corporate standards in line with international business practices on a comply-or-explain basis.

Swiss Merger Act	Swiss Federal Law on Merger, Demerger, Conversion and Transfer of Assets and Liabilities (*Bundesgesetz über die Fusion, Spaltung, Umwandlung und Vermögensübertragung*), which was passed by the Swiss parliament on 3 October 2003 and has been in force since 1 July 2004.
Tender Period	The acceptance period for the Offer, agreed upon with Borsa Italiana, as determined in the Offer Document, in which it will be possible to accept the Offer, subject to extensions of the tender period in accordance with applicable regulations.
Transfer	The transfer of the Majority Stake, effective as of the Closing Date, by Schema Beta to Dufry in accordance with the relevant provisions of the Combination Agreement.
U.S. Private Placement	The offer of Dufry Shares (as consideration for Autogrill Shares) addressed to certain "qualified institutional buyers" as defined in Rule 144A of the U.S. Securities Act, and certain pre-identified employee accredited investors in the United States, that the Offeror will carry out in the United States concurrently with the Offer (on the same terms and conditions as the Offer, including, inter alia, the same Consideration and with the same timing) in reliance on the exemption from registration provided by Section 4(a)(2) of the U.S. Securities Act, and, as applicable, the Sell Out Procedure and the Joint Procedure.
U.S. Securities Act	The United States Securities Act of 1933, as amended.
U.S. Securities Exchange Act	The United States Securities Exchange Act of 1934, as amended.
Undisturbed Date	14 April 2022, being the last Trading Day prior to the Autogrill press release dated 19 April 2022, commenting on the press rumours regarding a potential combination between Autogrill and Dufry.

Vice-Chairman	The vice-chairman of the Board of Directors of Dufry.
Zero-based budgeting approach	Approach focused on key trends and methodologies to actively drive cost, reset and improve efficiency by focusing on what is critical and needed to run the business. This further accelerates by identifying new technologies to implement new ways of working, by leveraging the power of digital data, as well as increasing flexibility and agility. This approach means assessing every single activity, how it contributes to the business, and how it can be improved.

GLOSSARY

Airport Channel	The Channel related to the national and international airports.
APM	Alternative Performance Measure, understood as a financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework.
Brand	Brand applied to a product or product line.
Channel	The channels through which the Dufry Group, the Autogrill Group and the New Group operate.
CHF	Swiss Franc, namely the lawful currency of Switzerland.
Compound Annual Growth Rate or CAGR	The rate of return that would be required for an investment to grow from its beginning balance to its ending balance.
Concessions or Concession Agreements	The concession and sub-concession agreements entered into by the Dufry Group, the Autogrill Group and the New Group to conduct their business.
convenience retail	The business consisting of the sale of newspapers, merchandising, perfumes, confectionery products, pre-packaged food & beverage products.
Core EBITDA	CORE EBITDA provides the most relevant view on the business and represents an operational alternative performance measure excluding (i) exceptional expenses and income such as acquisitions, divestitures, impairments and amortization of acquisition-related intangible assets, which can differ significantly from year to year but include integration costs incurred in connection with the creation of synergies and (ii) the accounting impact resulting from the IFRS 16 Lease Accounting Standard. This is achieved by reversing IFRS 16 related profit and loss line items (i.e. the depreciation of right-of-use assets and lease

	interest) and adding the relevant concession fee owed based on the corresponding concession agreement.
Corporate Costs or Corporate	The costs pertaining to the Dufry Group, the Autogrill Group and the New Group centralized functions.
Covenant Holiday	Period during which existing financial covenants are temporarily waived by virtue of specific agreements.
COVID-19	The infectious disease caused by the SARS-CoV-2 virus.
Credit Rating	Rating assigned by an independent specialised agency, using established and defined rating categories, concerning the creditworthiness of an entity, of a debt or financial obligation, debt securities, preferred shares or other financial instruments, or of an issuer thereof.
Cumulative adjusted EPS	The cumulative EPS mainly adjusted for P & L charges such as acquisition related amortization and impairments of concession rights, impairment of goodwill, lease interest, transaction costs and other one-offs.
Cumulative Equity Free Cash Flow	The cumulative amount of cash a business generates that is available to be potentially distributed to shareholders.
D&O	Directors and officers.
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization.
EMEA	Europe, the Middle East and Africa.
EUR	The lawful currency of the member states of the European Monetary Union.
financial report	The report published on yearly or half-yearly basis containing financial information relating to an issuer, including, among others, the consolidated financial statements and the stand-alone financial statements.

F&B	The business sector concerned with the sale and serving of food and beverages to the public, including snacks, confectionary and coffee products.
Franchising agreements	Agreements by virtue of which the Dufry Group, the Autogrill Group and the New Group operating companies undertake to realize, in a given geographic area and within a specified period, an agreed number of points of sale and to operate them using the Brand, products and layout of the respective commercial partners.
Gross domestic product (GDP)	The total monetary or market value of all the finished goods and services produced within a country's borders in a specific time period. As a broad measure of overall domestic production, it functions as a comprehensive scorecard of a given country's economic health.
layout	The way in which a point of sale is organized internally.
Minimum Annual Guaranteed or MAG	The minimum annual amount payable as the amount which the concessionaire is required to pay to the Airport Authority for operating a concession.
Motorway Channel	The Channel related to the Italian and European, motorways on which the Autogrill Group and the New Group run their business.
Operational agreements	Collectively, Concession Agreements, Franchising Agreements, license agreements and joint venture agreements concluded by the Dufry Group, the Autogrill Group and the New Group with international operators and with local operators.
Other Channels	Channels relating to railway stations, urban areas, shopping malls, exhibition centres and cultural sites.
Travel retail	The travel retail is the business comprising sales through channels principally aimed at travellers, such as shops in airports, ports and railway stations

	and sales on board aircrafts, ferries and cruise liners.
Right-of-Use (RoU) asset	The right-of-use asset is a lessee's right to use an asset over the life of a lease.
SBTi	Science Based Target initiative.
USD	The lawful currency of the member states of the United States of America.
VWAP	The volume weighted average price at which trades on a given day in a given security take place on a financial market.