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NEWS RELEASE

NOTICE PURSUANT TO ARTICLE 41, PARAGRAPH 6, OF THE REGULATION ADOPTED BY CONSOB BY RESOLUTION NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY INTEGRATED AND AMENDED (THE "ISSUERS' REGULATION") – FINAL RESULTS OF THE OFFER AFTER COMPLETION OF THE REOPENING OF THE TENDER PERIOD

DUFY HAS REACHED 94.5% OF THE SHARE CAPITAL OF AUTOGRILL

PROCEDURE TO COMPLY WITH THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 2, OF THE CFA

With reference to the mandatory public exchange offer with alternative cash consideration (the "Offer") launched by Dufry AG ("Dufry" or the "Offeror") pursuant to Articles 102 and 106, Paragraphs 1 and 2-bis, of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently amended and supplemented (the "CFA"), for all the ordinary shares of Autogrill S.p.A. ("Autogrill" or the "Issuer") other than those already held by the Offeror and the treasury shares held by Autogrill, following the notice issued on June 2, 2023 concerning the preliminary results after the end of the Reopening of Tender Period, the Offeror makes the following announcements.

All terms not defined in this press release shall have the same meaning given to them in the offer document, approved by Consob with resolution no. 22661 of April 5, 2023, and published on April 11, 2023 (the "Offer Document") among others, on the Offeror's website www.dufry.com and on the dedicated website of Dufry (www.opa-autogrill.com).

Final results of the Reopening of the Tender Period

Based on the final results communicated by UniCredit Bank AG, Milan Branch, in its capacity as Intermediary Responsible for Coordinating the Collection of Tenders, 27,801,682 ordinary shares of Autogrill were tendered in the Offer (including through the U.S. Private Placement) during the Reopening of the Tender Period. Such tendered shares represent (i) 7.2206% of the share capital of the Issuer and (ii) 14.5783% of the Autogrill shares subject to the Offer.

Therefore, the final results above are the same as the preliminary results disclosed in the notice concerning the preliminary results following the Reopening of the Tender Period.

During the Reopening of the Tender Period, the Offeror did not acquire any shares of Autogrill outside the Offer (including the U.S. Private Placement).

Taking into account (i) the 27,801,682 ordinary shares of Autogrill tendered in the Offer (including also the U.S. Private Placement) during the Reopening of the Tender Period and (ii) the 335,474,600 ordinary shares of Autogrill already held by the Offeror prior to the beginning of the Reopening of the Tender Period, the Offeror would directly hold a total of 363,276,282 ordinary shares of Autogrill, equal to 94.3493% of the share capital of the latter. Including the 597,300 Treasury Shares held by Autogrill as of today's date, the

total stake held in the share capital of Autogrill by the Offeror, directly and, as regards the Treasury Shares, indirectly, at the end of the Reopening of the Tender Period consists of 363,873,582 shares, representing 94.5044% of the share capital of Autogrill.

Payment of the Consideration

The Consideration due to the holders of the ordinary shares of Autogrill tendered in the Offer during the Reopening of the Tender Period is equal to 0.1583 newly-issued ordinary shares of Dufry (admitted to trading on SIX Swiss Exchange) (the “**Share Consideration**”) or, alternatively, equal to Euro 6.33 per each ordinary share of Autogrill tendered in the Offer (the “**Cash Alternative Consideration**”) and, together with the Share Consideration, the “**Consideration**”).

Specifically, based on the final results of the Offer following the Reopening of the Tender Period, the Share Consideration will be paid to the holders of 27,754,813 ordinary shares of Autogrill (representing 99.8314% of the shares tendered during the Reopening of the Tender Period), while the Cash Alternative Consideration will be paid to the holders of 46,869 ordinary shares of Autogrill (representing 0.1686% of the shares tendered during the Reopening of the Tender Period).

In order to pay the Consideration to the shareholders of Autogrill who have tendered in the Offer (including through the U.S. Private Placement) during the Reopening of the Tender Period and who did not opt for the Cash Alternative Consideration, the Offeror, in execution of the Offer Capital Increase, will issue 4,393,587 Dufry shares, equal to 2.9689% of the Offeror’s share capital on the payment date following the Reopening of the Tender Period. Following such issue, the subscribed and paid-up share capital of Dufry will be represented by 147,987,216 ordinary shares.

The shareholders of Autogrill who tendered their shares in the Offer during the Reopening of the Tender Period will receive the Consideration on the payment date following the Reopening of the Tender Period, i.e. June 8, 2023, against the transfer of such Autogrill shares to the Offeror, according to the methods described in Section F, Paragraph F.6 of the Offer Document (including with reference to the treatment of any Fractional Parts).

Obligation to Purchase under Art. 108, Par. 2, of the CFA

Considering that the Offeror, after completion of the Reopening of the Tender Period, on the basis of the final results of the Offer, has reached, directly and indirectly (as to the Treasury Shares, which - for the purpose of calculating the thresholds provided for by Article 108, Paragraph 2, of the CFA and Articles 108, Paragraph 1, and 111 of the CFA - shall be added to the Offeror’s shareholding (numerator) without being deducted from the Issuer’s share capital (denominator)), a shareholding of more than 90% but less than 95% of the Issuer’s share capital, the Offeror announces that the legal requirements for the fulfilment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA have been met.

Therefore, the Offeror - as stated in the Offer Document - will not restore a free float sufficient to ensure the regular trading of Autogrill shares and will fulfil the Obligation to Purchase under Art. 108, Par. 2, of the CFA in relation to the remaining 21,159,960 Autogrill shares (the “**Remaining Shares**”), equal to approximately 5.4956% of the Issuer’s share capital.

The terms and timing of the procedure through which the Offeror will comply with the Obligation to Purchase under to Art. 108, paragraph 2 (the “**Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA**”) are described below.

Simultaneously with the Procedure to Comply with 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 solely to “qualified institutional buyers”, or “QIBs” (as defined in Rule 144A under the U.S. Securities Act of 1933, amended (the “**U.S. Securities Act**”)) who hold Remaining Shares, under the same terms and conditions as the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (including the same Period for the Submission of the Requests for Sale and the same Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA, both as defined below), in reliance on the exemption from registration provided by Section 4(a)(2) of the U.S. Securities Act (the “**Obligation to Purchase through the U.S. Private Placement**”).

(i) Consideration for the Obligation to Purchase under Article 108, Paragraph 2, of the CFA

In the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, as stated in the Offer Document (Section G, Paragraph G.2.7), the Offeror - in compliance with Article 108, Paragraphs 3 and 5 of the CFA - will pay to any shareholder of the Issuer who requests the Offeror to purchase its Autogrill shares pursuant to Article 108, Paragraph 2, of the CFA the same Consideration of the Offer, (the “**Consideration for the Obligation to Purchase under Article 108, Paragraph 2, of the CFA**”) and hence:

- (a) the Share Consideration, namely 0.1583 shares of Dufry for each Autogrill share, or
- (b) the Cash Alternative Consideration, namely Euro 6.33 for each Autogrill share, in the event the Requesting Shareholder (as defined below) expressly requests to receive such type of Consideration in the Request for Sale, as defined below. Should all of the Autogrill shareholders submit Requests for Sale for all of the Remaining Shares requesting the Cash Alternative Consideration, the aggregate amount in cash payable by the Offeror for all of the Remaining Shares would be equal to Euro 133,942,546.8.

(ii) Period for the Submission of the Requests for Sale

The period agreed with Borsa Italiana during which the Offeror will comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and the holders of Remaining Shares may, by submitting a Request for Sale, request the Offeror to acquire such shares will start at 8:30 (Italian time) on June 12, 2023 and will end at 17:30 (Italian time) on June 30, 2023 (the “**Period for the Submission of the Requests for Sale**”), subject to potential extension in accordance with applicable regulations.

The payment to the Requesting Shareholders of the Consideration for the Obligation to Purchase under Article 108, Paragraph 2, of the CFA will be made on the fifth Trading Day following the end of the Period for the Submission of the Requests for Sale, that is on July 7, 2023, (the “**Payment Date of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA**”), subject to potential extension in accordance with applicable regulations.

(iii) Procedure for the submission of the Requests for Sale and the deposit of the Remaining Shares

The holders of Remaining Shares who intend to request Dufry to purchase such shares in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (the “**Requesting Shareholders**”) shall submit a request for sale by executing and delivering to a Responsible Intermediary, prior to the end of the Period for the Submission of the Requests for Sale, the specific form (which can be found at the registered office of the Intermediary Responsible for Coordinating the Collection of Tenders, the Responsible Intermediaries and at the registered offices of the Issuer as well as on the

website of the Issuer, the Offeror and the Global information Agent) duly completed in all of its parts (the “**Request for Sale**”) and simultaneously depositing the Remaining Shares with such Responsible Intermediary. The Responsible Intermediaries that will collect the Requests for Sale are the same Responsible Intermediaries that have collected the tenders in the Offer (as indicated in Paragraph B.3 of the Offer Document), *i.e.* UniCredit Bank AG (Milan Branch), BNP Paribas, Succursale Italia, EQUITA S.I.M. S.p.A., Crédit Agricole Italia S.p.A., Banca Monte dei Paschi di Siena S.p.A. The holders of Remaining Shares can also deliver the Requests for Sale to, and deposit the Remaining Shares indicated therein with, any of the Depositary Intermediaries, provided that the delivery and deposit are made in time for the Depositary Intermediaries to deposit the Remaining Shares with a Responsible Intermediary no later than the end of the Period for the Submission of the Requests for Sale.

Only those Remaining Shares that are duly registered (in dematerialized form) and available in a securities account of the Requesting Shareholder opened at a Depositary Intermediary may be sold to the Offeror in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA. Moreover, such shares shall be free of encumbrances of any kind and nature, whether *in rem*, obligatory or personal, as well as freely transferable to the Offeror. Finally, the Remaining Shares obtained through transactions performed on the market may be the subject of a Request for Sale only after settlement of such transactions in the context of the clearing system.

The Requests for Sale by minors or persons under guardianship or receivership, in accordance with applicable legal provisions, which are executed by the parent(s), guardian(s) or receiver(s), if not accompanied by the authorization of the guardianship or receivership court, will be accepted under reservation and will be counted for purposes of determining the percentages of tenders in the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA only if the authorization is received by the Depositary Intermediary or the Responsible Intermediary before the end of the Period of for the Submission of the Requests for Sale and the payment of the Consideration relating to such tenders will occur in any case only after the authorization is received.

Since the Autogrill shares are held in a dematerialized form, the execution and delivery of the Request for Sale will constitute an irrevocable mandate and instruction given by each holder of Remaining Shares to the Responsible Intermediary, or to the relevant Depositary Intermediary at whose securities account the shares are deposited, to perform all the necessary formalities for the transfer of the Remaining Shares to the Offeror, including through temporary accounts at such intermediaries, if applicable.

For the entire period that the Remaining Shares indicated in a Request for Sale are bound to the Obligation to Purchase pursuant to Art. 108, Par. 2, of the CFA and, thus, until the Payment Date of the Consideration for the Obligation to Purchase pursuant to Article 108, Paragraph 2, of the CFA, the Requesting Shareholders may still exercise the economic and administrative rights pertaining to the Remaining Shares, which shall remain the property of such Requesting Shareholders. However, during the same period, the Requesting Shareholders may not transfer or dispose of the Remaining Shares.

The Requests for Sale submitted by the holders of Remaining Shares (or by their duly empowered representatives) during the Period for the Submission of the Requests for Sale may not be withdrawn.

(iv) Date and procedure for the payment of the Consideration for the Obligation to Purchase under Art. 108, Par. 2 of the CFA – Handling of the Fractional Components

The transfer to the Offeror of the ownership of the Remaining Shares subject to the Requests for Sale and the payment to the Requesting Shareholders of the Consideration for the Obligation to Purchase under

Article 108, Paragraph 2, of the CFA will be made on the Payment Date of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA, namely the fifth Trading Day following the end of the Period for the Submission of the Requests for Sale.

In particular, on the Payment Date of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA:

- (i) the Share Consideration will be paid through the transfer of the Dufry shares due in the securities accounts at the Responsible Intermediaries or the Depository Intermediaries owned by the Requesting Shareholders; or
- (ii) the Cash Alternative Consideration, if any, will be paid through the transfer of the relevant amount to the Responsible Intermediaries, which shall transfer the funds to the Depository Intermediaries, which in turn shall credit such funds to the Requesting Shareholders in accordance with the instructions issued by the Requesting Shareholders (or their representatives) in the Request for Sale,

all in compliance with the procedures set forth in the Request for Sale.

No interest will be paid by the Offeror or any other person on the Cash Alternative Consideration.

If the Requesting Shareholder (who did not request the Cash Alternative Consideration in its Request for Sale) is entitled to a Share Consideration composed of a non-integral number of Dufry shares, the Depository Intermediary or the Responsible Intermediary to which such Requesting Shareholder submitted its Request for Sale will indicate on the Request for Sale the fractional component of such non-integral number (any such fractional component, a “**Fractional Part**”). Each Responsible Intermediary, also on behalf of the Depository Intermediaries that have delivered Requests for Sale (that do not provide for a request of Cash Consideration) to it, will inform the Intermediary Responsible for the Collection of Tenders of the number of Dufry shares resulting from the aggregation of all the Fractional Parts delivered to such Responsible Intermediary.

The Intermediary Responsible for Coordinating the Collection of Tenders, i.e. Unicredit Bank AG, Milan Branch, on behalf and in the name of the Requesting Shareholders and based on the communication received by each Responsible Intermediary, will aggregate all of the Fractional Parts and sell the resulting integral number of newly issued Dufry shares on Six Swiss Exchange at market conditions (including exchange rate). The cash proceeds of such sales (in Euro) will then be transferred to each Responsible Intermediary that will distribute them to the relevant Requesting Shareholders proportionally to their respective Fractional Components (such cash amount corresponding to the Fractional Part, the “**Cash Amount of the Fractional Part**”), as follows: within 10 Trading Days after the Payment Date of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Intermediary Responsible for the Collection of Tenders will credit the proceeds of the sale (in Euro) to the relevant Depository Intermediaries, through the Responsible Intermediaries, proportionally to the Cash Amounts of the Fractional Part due to the Requesting Shareholders that submitted a Request for Sale (without requesting the Cash Alternative Consideration) through each of the Depository Intermediaries. The Depository Intermediaries will, in turn, distribute and credit such proceeds to the Requesting Shareholders, according to the procedures indicated in the Request for Sale.

It should be noted that, as a consequence of the assignment of the Share Consideration, if a Requesting Shareholder tenders to the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA 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.

No interest will be paid by the Offeror or any other person on the Cash Amount of the Fractional Part.

The Offeror's obligation to deliver the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA shall be deemed to have been met when the relevant number of Dufry shares and the Cash Amount of the Fractional Part (if applicable), or, should the Cash Alternative Consideration be requested, the relevant cash amount of the Cash Alternative Consideration, will have been transferred to the Responsible Intermediaries. The Requesting Shareholders will bear the entire risk that the Responsible Intermediaries and/or the Depository Intermediaries fail to transfer the Dufry shares or the Cash Amount of the Fractional Part or the Cash Alternative Consideration to them or delay such transfer.

(v) Guarantees of full performance of the Obligation to Purchase under Art. 108, Par. 2 of the CFA

The Offeror will issue up to 3,349,622 new Dufry shares to be delivered as Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA (assuming that all of the holders of Remaining Shares submit Requests for Sale for all of their Autogrill shares without requesting the Cash Alternative Consideration), on or before the Payment Date of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA, in execution of the Offer Capital Increase, as recognised and determined by Dufry's board of directors on March 30, 2023, out of the capital range lastly authorised by Dufry's ordinary shareholders' meeting held on May 8, 2023.

With respect to the Cash Alternative Consideration that may be due by the Offeror as of the Payment Date of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, pursuant to the Bridge Facilities Agreement, the Issuing Bank, i.e. Unicredit Bank AG, undertook, *inter alia*, to issue the guarantee for the exact fulfilment of the obligations relating to the Obligation to Purchase under Art. 108, paragraph 2, of the CFA. Before the beginning of the Period for the Submission of the Requests for Sale, the Issuing Bank will issue the above-mentioned guarantee, for a total amount equal to the maximum amount of the Cash Alternative Consideration possibly payable by the Offeror as a result of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (assuming that all the Requesting Shareholders submit Requests for Sale for all their shares opting for the Cash Alternative Consideration).

Possible Obligation to Purchase under Art. 108, Par. 1, of the CFA and Squeeze Out Procedure pursuant to Art. 111 of the CFA

As declared in the Offer Document, if following the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA the Offeror comes to own a total stake equal to or greater than 95% of the Issuer's share capital - as a result of the acquisition of the Remaining Shares that are the subject of Requests for Sale (including in the context of the Obligation to Purchase through the U.S. Private Placement) and any additional Remaining Shares possibly acquired by the Offeror outside the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (and the Obligation to Purchase through the U.S. Private Placement) before the end of the Period for the Submission of the Requests for Sale pursuant to the applicable law - the Offeror will carry out the Squeeze Out Procedure and, concurrently, will comply with the Obligation to Purchase under Art. 108, Par. 1, of the CFA *vis-à-vis* the shareholders of the Issuer that so request through the Joint Procedure, the terms of which will be announced by the Offeror prior to its commencement. The Joint Procedure, which would be launched in due course after the Payment Date of the Consideration for the Obligation to Purchase under Art. 108, Par.

2, of the CFA, will target all of the remaining outstanding shares of Autogrill not yet held by the Offeror and will result in the transfer of ownership of each of those shares to the Offeror.

In the event that the Joint Procedure is carried out, the consideration due for the Autogrill shares purchased by the Offeror pursuant to the Squeeze Out Procedure and in compliance to the Obligation to Purchase under Art. 108, Par. 1 of the CFA would be set in compliance with Article 108, Paragraph 3 and 5, of the CFA and, therefore, will be equal to the Consideration for the Obligation to Purchase under Article 108, Paragraph 2, of the CFA.

The Offeror will disclose whether the legal requirements for the performing of the Squeeze Out Procedure and the Obligation to Purchase under Art. 108, Par. 1, of the CFA have been met in the notice relating to the results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA.

Delisting of the Autogrill shares

In accordance with Art. 2.5.1, Par. 6, of the Stock Exchange Regulations, since the requirements for the Obligation to Purchase under Art. 108, Par. 2, of the CFA have been met and the Offeror will carry out the procedure to comply with such obligation as described above, all of the Autogrill shares will be delisted from the Euronext Milan as from the Trading Day following the Date of Payment of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA, unless the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA is followed by the Joint Procedure (in which case the delisting will apply with the timing indicated in the paragraph below). Should the delisting occur subsequent to the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, owners of Autogrill shares that have not tendered their shares in the Offer and will not request the Offeror to purchase their shares in accordance with the Obligation to Purchase under Art. 108, Par. 2, of the CFA will eventually hold financial instruments that are not traded on any regulated market, with ensuing difficulties in liquidating their investment.

If, after the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Offeror comes to own a total stake equal to or higher than 95% of the Issuer's share capital, and, consequently, carries out the Joint Procedure, Borsa Italiana, in accordance with Art. 2.5.1, Par. 6, of the Stock Exchange Regulations, will order the suspension from trading of the Issuer's shares and/or the Delisting, taking into account the time required to carry out the Squeeze Out Procedure.

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Legal Disclaimer

The mandatory public exchange offer (the "**Offer**") is launched exclusively in Italy and is made on a non-discriminatory basis and on equal terms to all holders of Autogrill shares, as indicated in the notice published pursuant to article 102 of the Italian Legislative Decree No. 58 of February 24, 1998 (the "**Notice**") and further described in the offer document (the "**Offer Document**") and the exemption document (the "**Exemption Document**") that have been published in accordance with the applicable regulation.

The Offer has not been and will not be made in the United States, 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, Canada, Japan and Australia, the "**Excluded Countries**"), 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.

Copies of the Notice, the Offer Document, or portions thereof, as well as copies of any documents relating to the Offer, including the Exemption Document, are not and should not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person receiving any such documents shall not distribute, send or dispatch them (whether by post or by any other mean or device of communication or international commerce) in the Excluded Countries. The Notice, the Offer Document, as well as any other document relating to the Offer, including the Exemption Document, do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the Excluded Countries. No securities may be offered or sold in the Excluded Countries without specific authorization in accordance with the applicable provisions of the local law of the Excluded Countries or a waiver thereof.

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This press release may contain certain forward-looking statements relating to Dufry and its business. Such statements involve certain risks, uncertainties and other factors which could cause the actual results, financial condition, performance or achievements of Dufry to be materially different from those expressed or implied by such statements. Readers should therefore not place undue reliance on these statements, particularly not in connection with any contract or investment decision. Dufry disclaims any obligation to update any such forward-looking statements.

For further information:

CONTACT

DR. KRISTIN KÖHLER

Global Head
Investor Relations
Phone: +41 79 563 18 09
kristin.koehler@dufry.com

RENZO RADICE

Global Head
Corporate Communications & Public Affairs
Phone : +41 61 266 44 19
renzo.radice@dufry.com

DUF

RY GROUP – LEADING GLOBAL TRAVEL EXPERIENCE PLAYER

Dufry AG (SIX: DUFN), founded in 1865 and headquartered in Basel, Switzerland, delivers a revolutionary travel experience to consumers worldwide by uniquely combining retail, food & beverage and digital. Our company addresses 2.3 billion passengers in more than 75 countries in 5,500 outlets across 1,200 airports, motorways, cruise lines, seaports, railway stations and other locations across all six continents. With the traveler at our core, we are creating value for all our stakeholders including concession and brand partners, employees, communities, and finally, our shareholders.

Sustainability is an inherent element of Dufry's business strategy aiming for sustainable and profitable growth of the company while fostering high standards of environmental stewardship and social equity.

To learn more about Dufry, please visit www.dufry.com