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NEWS RELEASE

NOTICE PURSUANT TO ARTICLES 36 OF THE REGULATION ADOPTED BY CONSOB BY RESOLUTION NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY INTEGRATED AND AMENDED (THE "ISSUERS' REGULATION") – SETTLEMENT OF THE JOINT PROCEDURE FOR THE EXERCISE OF THE RIGHT TO PURCHASE PURSUANT TO ART. 111 OF THE CFA AND THE FULFILMENT OF THE OBLIGATION TO PURCHASE PURSUANT TO ART. 108, PAR. 1, OF THE CFA REGARDING THE RESIDUAL SHARES OF AUTOGRILL S.P.A.

DELISTING OF THE AUTOGRILL SHARES FROM THE EURONEXT MILAN

Dufry AG ("**Dufry**" or the "**Offeror**") hereby announces that the settlement of the joint procedure for the exercise of the right to purchase pursuant to Article 111 of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the "**CFA**") and the fulfilment of the obligation to purchase pursuant to Article 108, Paragraph 1, of the CFA commenced by the Offeror on July 10, 2023 and ended on July 17, 2023 (the "**Joint Procedure**") for the 13,915,935 outstanding ordinary shares of Autogrill S.p.A. ("**Autogrill**" or the "**Issuer**") not held by the Offeror, equal to 3.6142% of the share capital of the Issuer (the "**Residual Shares**"), was completed today.

Please note that the Joint Procedure was carried out following the conclusion of (i) the mandatory public exchange offer with an alternative cash consideration launched by Dufry on the Autogrill ordinary shares pursuant to Articles 102 and 106, paragraph 1 and 2-*bis* of the CFA (the "**Offer**"), (ii) the relevant reopening of the tender period and (iii) the following procedure to comply with the obligation to purchase under Article 108, Paragraph 2, of the CFA.

All terms not defined in this press release shall have the same meaning given to them in (i) the press release concerning the final results of the procedure to comply with the obligation to purchase under Article 108, Paragraph 2, of the CFA and the terms of the Joint Procedure published by the Offeror on July 6, 2023 as well as (ii) 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).

Settlement of the Joint Procedure

As already indicated in the press release on the final results of the Joint Procedure published by the Offeror on July 21, 2023, in connection with the 8,894,212 Residual Shares for which Requests for Sale Concerning the Joint Procedure were submitted in the context of the Joint Procedure (including the Joint Procedure through the U.S. Private Placement), the relevant shareholders (the "**Requesting Shareholders**") requested:

- (i) for 8,731,295 Residual Shares, the Share Consideration (namely, 0.1583 newly-issued ordinary shares of Dufry admitted to trading on Six Swiss Exchange per each Residual Share); and

- (ii) for 162,917 Residual Shares, the Cash Alternative Consideration (namely, Euro 6.33 per each Residual Share).

For the remaining 5,021,723 Residual Shares, in relation to which the relevant shareholders (the “**Non-Requesting Shareholders**”) did not submit any Requests for Sale Concerning the Joint Procedure:

- (i) the Share Consideration is due to Non-Requesting Shareholders that result to be resident outside the Excluded Countries, for an aggregate number of 4,689,110 Residual Shares, representing 93.3765% of the Residual Shares in relation to which no Request for Sale Concerning the Joint Procedure was submitted; and
- (ii) the Cash Alternative Consideration is due to Non-Requesting Shareholders that result to be resident in the Excluded Countries, for an aggregate number of 332,613 Residual Shares, representing 6.6235% of the Residual Shares in relation to which no Request for Sale Concerning the Joint Procedure was submitted.

In order to deliver the Share Consideration to the Requesting Shareholders as well as to the Non-Requesting Shareholders, the Offeror, in execution of the Offer Capital Increase, issued 2,124,451 Dufry shares, representing 1.4114% of the share capital of the Offeror following such issuance, as of the Settlement Date of the Joint Procedure. Following such issuance, the subscribed and paid-up share capital of Dufry is represented by 150,522,138 ordinary shares. The aggregate amount of the Cash Alternative Consideration due to the Requesting Shareholders that so requested in their Requests for Sale Concerning the Joint Procedure as well as to Non-Requesting Shareholders is equal to Euro 3,136,704.90.

With respect to the 8,894,212 Residual Shares for which Requests for Sale Concerning the Joint Procedure were submitted, on the date hereof the Offeror acquired such shares and paid:

- (a) the Share Consideration due to the Requesting Shareholders, amounting in the aggregate to 1,382,164 Dufry shares (taking into account also the shares resulting from the aggregation of the Fractional Parts due to the Requesting Shareholders), through the transfer of the relevant number of Dufry shares, through the Responsible Intermediaries, to the securities accounts held by the Requesting Shareholders at the Depositary Intermediaries (in compliance with the terms and pursuant to the procedures set forth in the Request for Sale Concerning the Joint Procedure);
- (b) the Cash Alternative Consideration due to the Requesting Shareholders that so requested, amounting in the aggregate to Euro 1,031,264.61, through the transfer of the relevant amount to the Responsible Intermediaries, which shall transfer the funds to the Depositary Intermediaries, which shall in turn credit such funds to the Requesting Shareholders in accordance with the instructions issued by the Requesting Shareholders themselves (or their representatives) in the Requests for Sale Concerning the Joint Procedure.

As for the 5,021,723 Residual Shares for which no Requests for Sale Concerning the Joint Procedure were submitted, which nonetheless were acquired by the Offeror as a result of the exercise of the right to purchase pursuant to Article 111 of the CFA, on the date hereof:

- (i) the Offeror notified Autogrill, among others, that (a) irrevocable instructions were given to the Intermediary Responsible for Coordinating the Collection of Requests for Sale Concerning the Joint Procedure to make available the relevant newly-issued Dufry shares to the Non-Requesting Shareholders entitled to receive the Share Consideration, amounting in the aggregate to 742,287

Dufry shares (taking into account also the shares resulting from the aggregation of the Fractional Parts due to the Non-Requesting Shareholders), through the relevant Depository Intermediaries, as well as to aggregate and sell any Fractional Part and subsequently credit the relevant Cash Amount of the Fractional Part to the Non-Requesting Shareholders through the relevant Depository Intermediaries and (b) it has deposited the amount necessary for the payment of the Cash Alternative Consideration to the Non-Requesting Shareholders that are resident in the Excluded Countries, amounting in the aggregate to Euro 2,105,440.29; and

- (ii) pursuant to Article 111, Paragraph 3, of the CFA, from the moment the Offeror made the above notification to Autogrill, the transfer of title to the Offeror of all the Residual Shares for which no Request for Sale Concerning the Joint Procedure was submitted became effective, and the Issuer thus updated its shareholders' register accordingly.

The Share Consideration due to the Non-Requesting Shareholders has been made available to the Non-Requesting Shareholders through the Depository Intermediaries. In order to receive transfer of the Dufry shares due to the Non-Requesting Shareholders that are their respective clients, such Depository Intermediaries must submit a request to the Intermediary Responsible for Coordinating the Collection of Requests for Sale Concerning the Joint Procedure through the depository SGSS S.p.A.

Any Fractional Parts due to the holders of Residual Shares will be aggregated and sold by the Intermediary Responsible for Coordinating the Collection of Requests for Sale Concerning the Joint Procedure and the resulting Cash Amount of Fractional Part will subsequently be distributed to the relevant holders of Residual Shares within 10 trading days of the settlement date of the Joint Procedure, in compliance with the terms described in the press release published by the Offeror on July 6, 2023.

In order to obtain the payment of the Consideration for the Joint Procedure, holders of non-dematerialized Residual Shares must present the original share certificates duly registered in their name at the Issuer's registered office; the Issuer shall verify the share certificates and issue a certificate to the benefit of such holders with which the latter can obtain the payment of the consideration for the Joint Procedure. After the expiration of the five-year statutes of limitation set forth under Article 2949 of the Italian Civil Code, and subject to the provisions of Articles 2941 *et seq.* of the Italian Civil Code, the owners of the Residual Shares who have not requested payment shall lose the right to obtain payment of the Consideration for the Joint Procedure.

The obligation of the Offeror to pay the Consideration for the Joint Procedure will be deemed fulfilled when the exact number of Dufry shares and the Cash Amount of the Fractional Part (if any), or, if the Cash Alternative Consideration was requested or due, the exact amount of the Cash Alternative Consideration will be transferred to the Responsible Intermediaries or the Depository Intermediaries, as the case may be. The Requesting Shareholders and the Non-Requesting Shareholders will bear the risk that the Responsible Intermediaries or the Depository Intermediaries will not transfer them the Dufry shares or the Cash Amount of the Fractional Part (if any) or the Cash Alternative Consideration due to them, or delay such transfer.

Delisting of Autogrill shares

The Offeror reiterates that, by means of decision no. 8959 issued on July 6, 2023, Borsa Italiana S.p.A. ordered the delisting of the Issuer's shares from the Euronext Milan organized and managed by Borsa Italiana S.p.A. as from today, July 24, 2023, after suspension of trading of the Autogrill shares on July 20 and 21, 2023.

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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.

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DUF

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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