FIRST QUARTER 2005

QUARTELY REPORT PREPARED IN ACCORDANCE WITH ART. 82 OF CONSOB REGULATION NO. 11971/99

<u>**CONTENTS**</u>

Comparative income figures are from the 1st Quarter of 2004 and comparative balance sheet figures are from the year-end accounts for 2004. Both sets of historical figures have been restated consistent with the current accounting principles, as described in more detail beginning on page 21.

In this report, unless otherwise stated, the amounts are expressed in millions of euros (represented by the €m symbol). Detailed figures for the US and Swiss activities are stated in millions of US dollars ($m) and millions of Swiss francs (CHFm), respectively.

Note: The Quaterly Report & Accounts ended March 31st, 2005 have been translated into English from the original version in Italian.
They have been prepared in accordance with the accounting principles established by the Italian law related to annual financial accounts, which may not conform with generally accepted accounting principles in other countries.

AUTOGRILL SPA

Registered Offices
Via L. Giulietti, 9
28100 Novara

Administrative Offices
Centro Direzionale Milanofiori
Palazzo Z, Strada 5
20089 Rozzano (MI)

1. GENERAL INFORMATION AND SUMMARY FINANCIAL DATA

1.1 Board and Other Committees

Board of Directors [1]

(appointed until approval of the 2007 financial statements)

President[2][3]	Gilberto BENETTON
Managing Director [2][3][4]	Gianmario TONDATO DA RUOS [E]
Directors	Alessandro BENETTON
	Giorgio BRUNETTI [5] [I]
	Antonio BULGHERONI [6] [I]
	Marco DESIDERATO [5] [I]
	Sergio DE SIMOI
	Sergio EREDE [6]
	Alfredo MALGUZZI [5] [I]
	Gianni MION [6]
	Gaetano MORAZZONI [I]
Secretary to the Board	Diego Salvador [2]

Board of Statutory Auditors [7]

(appointed until approval of the 2005 financial statements)

President	Gianluca PONZELLINI	Certified Auditor
Principal Auditor	Marco REBOA	Certified Auditor
Principal Auditor	Ettore Maria TOSI	Certified Auditor
Alternate Auditor	Giovanni Pietro CUNIAL	Certified Auditor
Alternate Auditor	Graziano Gianmichele VISENTIN	Certified Auditor

Independent Auditors [8]

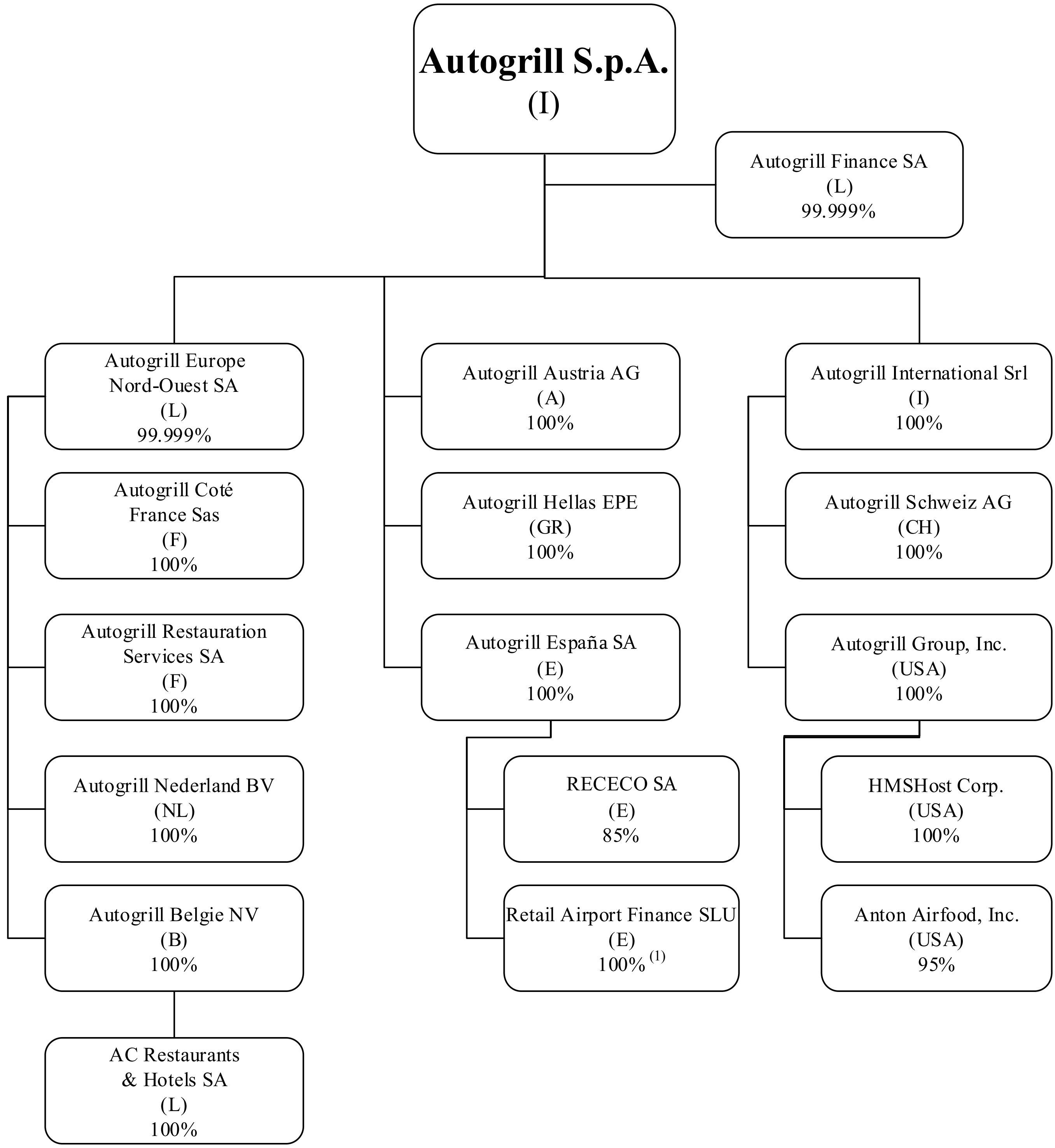
(appointed until approval of the 2005 financial statements)

Deloitte & Touche SpA

1. Nominated at the Shareholders' Assembly on 27 April 2005
2. Nominated by the Board of Directors on 27 April 2005
3. Legal and statutory power, legal representative of the Company and power as individual signatory.
4. Ordinary executive powers, with power as individual signatory, as declared on 27 April 2005.
5. Member of the Internal Audit Committee.
6. Member of the Remuneration Committee.
7. Nominated at the Shareholders' Assembly on 24 April 2003
8. Appointed at the Shareholders' Assembly on 24 April 2003

E. Executive Director
I. Independent Director

1.2 OVERVIEW OF GROUP STRUCTURE



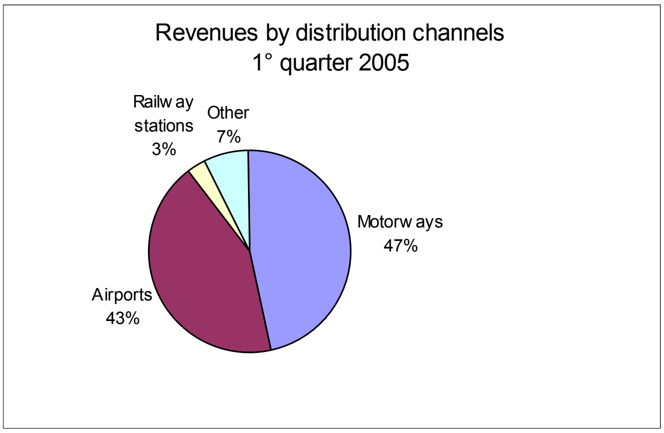
(1) previously inactive, on 28 January 2005 it launched a take over bid for Aldeasa S.A. (E) in collaboration with Altadis S.A.. Following the conclusion of the offer, after the close of the 1st quarter, Retail Airport Finance is jointly held by Autogrill Espana S.A. and Altadis S.A. and holds a 95.89% stake in Aldeasa S.A. The transaction is described on page 19.

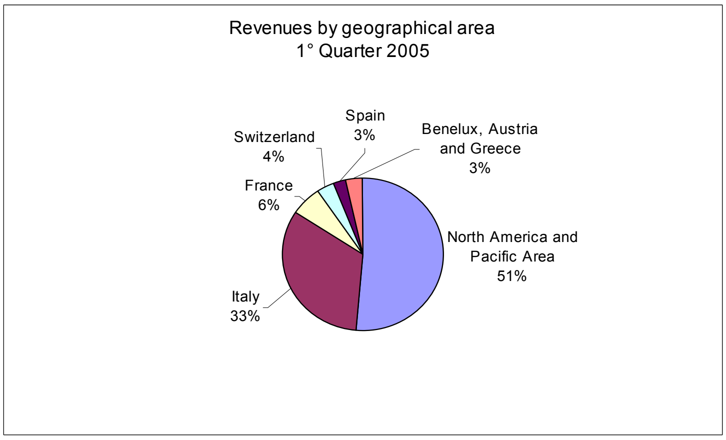
1.3 THE AUTOGRILL GROUP

1.3.1 GROUP PROFILE

Autogrill is a leading group in the provision of concession services - specialised in food service, retailing of mass consumer products and articles associated with travel at motorway stops, in airports, at railway stations and shopping centres - to the inhabitants of Europe and North America.

With a network of around 4,200 points-of-sale, situated in nearly 900 different locations, it served more than 720 million customers and employed around 48,000 people in 2004.





In Europe, the Group's predominant distribution channel is through its motorway points-of-sale. In North America, its points-of-sale are primarily at airports.

The geographic spread and variety of distribution channels allow for the counterbalancing of diverse trends in travel flows. The length of concession contracts supports a medium/long-term business model. The Group's broad offering, through its portfolio of brands, allows it to capitalise on the different consumer needs in different markets.

1.3.2 SEASONALITY OF THE INDUSTRY

The Group's activity levels are correlated to fluctuations in the movement of people. The 1st quarter is historically the least active period of the year (around 20% of revenues in 2004).

In contrast to the previous year, Europe benefited from the Easter holiday period but was otherwise impacted by adverse weather conditions in addition to being one day shorter than the same period in 2004.

Seasonality is also reflected in cash flows as payments to settle outstanding balances for the previous financial year and initial payments on annual license fees for the current year usually occur in the first quarter.

1.3.3 EFFECT OF CURRENCY CONVERSION ON INTERNATIONAL RESULTS

More than half of the Group's activity takes place in countries where the operating currency is other than the Euro - principally in the U.S.A., Canada, and Switzerland.

The Group follows a policy of actively managing exchange rate risk by financing its principal operations denominated in currencies other than the Euro – notably US dollars, Canadian dollars and Swiss francs – with loans denominated in the same currency or by putting in place exchange rate hedges which produce a similar effect.

The predominantly local nature of operations means that in each country there is a high level of correspondence between the currency in which revenues are denominated and that in which costs are denominated.

This does not, however, eliminate the impact of exchange rate variations on individual account items. The scale of change in the exchange rate relationship between the US dollar and the Euro, makes the Group's results not immediately comparable with those of previous periods. In particular, the average euro versus dollar exchange rate during the first quarter of 2005 saw a depreciation in the dollar of 4.7% over the first quarter of 2004.

1.4 Highlights of 1st Quarter 2005

Application of IAS/IFRS accounting principles	The financial statements of the Autogrill group for the first quarter of 2005 and comparative periods have been prepared in accordance with IAS/IFRS accounting principles. In the section "Application of IAS/IFRS and its effects" the following are explained in detail: – The accounting options adopted by the Autogrill group; – Accounting treatments elected by the Group within the framework of IAS/IFRS; – reconciliation between consolidated net equity as reported under previous accounting principles and restated in conformity with IAS/IFRS on the following dates: ⇒ transition date to IAS/IFRS (1st January 2004); ⇒ closing date of final period in which financial statements were prepared according to the previous accounting principles (31 December 2004); – reconciliation of income statement for most recent financial year (year ending 2004), prepared according to previous accounting principles, with that prepared according to IAS/IFRS for the same period;
Earnings Results	**Consolidated Revenues:** €677m, up by 2.1% (+4.5% at constant exchange rates), compared to €663.0m for the prior year. Strong growth in N. America was a key contributor, registering an increase of 9.6% to \$452.9m compared to \$413.1m in 2004. **Results:** Gross Operating Profit (EBITDA) reached €64m, up 0.4% (+3.3% at constant exchange rates) compared to €63.7m for Q1 2004, with the percentage on revenues moving from 9.6% to 9.4%. The Operating Margin in Europe grew from 9.1% to 9.5% despite the impact of new license fees resulting from renewal of concessions in Italy. In North America, the EBITDA margin moved from 11.5% to 10.7% due to an increase in costs, particularly following the increase in the cost of raw materials, which cannot be immediately passed on in prices to the end consumer. **Net profit (attributable to the Group):** more than doubled to €6.7m compared to €3m in 2004.
Development	**Aldeasa**: during the quarter, the Group launched an offer for Aldeasa, 4th operator globally in airport retailing and quoted on the Spanish stock exchange, in agreement with the main shareholder, Altadis S.A.. The transaction closed in April with the acquisition of a controlling stake (95.89%) in Aldeasa, by the vehicle Retail Airport Finance S.L., a company held jointly with Altadis. The Group will now be in a position to benefit from increased

	growth rates as the "personal mobility" sector develops. **Capital Expenditure:** during the quarter, investments in operations totalled €32.0m, mainly in line with investments for the 1st Quarter of 2004, with an increase of 4.4% at constant exchange rates.

1.5 KEY FINANCIAL AND OPERATING DATA

For an explanation of the accounting and consolidation principles adopted, please refer to the details in sections 2.4 and 2.5. The quarterly statements are not subject to review by the independent auditors.

(€m)	1° quarter 2005	1° quater 2004	Variation		2004
			Total	At constant exchange rates (1)	
Net sales	677.0	663.0	2.1%	4.5%	3,182.1
Ebitda	64.0	63.7	0.4%	3.3%	441.0
% on sales	9.4%	9.6%			13.9%
Ebit (3)	27.1	26.8	1.1%	4.5%	253.8
% on sales	4.0%	4.0%			8.0%
Income Before Taxes	6.7	3.0	n.s.	n.s.	93.3
% on sales	1.0%	0.5%			2.9%
Cash Flow	44.6	41.0	8.7%	12.5%	286.5
% on sales	6.6%	6.2%			9.0%
Investments (4)	32.0	32.0	0.2%	4.4%	153.6
Net working capital	(275.2)	(217.6)			(344.2)
Net invested capital	1,085.9	1,182.3			982.1
Net financial debt	(704.8)	(893.5)			(609.3)

(1) Variation of €/US$ and €/Chf average exchange rate between 1st quarter 2004 and 1st quarter 2005:
US Dollar : -4,7%
Swiss Franc: +1,3%
(2) Income before amortisation, depreciation, exceptional items, financial income and costs and income tax.
(3) Income before amortisation on start-ups and consolidation differences, exceptional items, financial income and costs and income tax.
(4) Excluding investments in financial fixed assets and shareholdings

The Group has a total of 4,200 points-of-sale in 881 separate locations. In many cases, more than one food service and/or retail formula exists at the same site in order to better meet the requirements of the client, who benefits from a variety of offerings at a single location. The multi-offer formula maximises both the operating efficiency and profitability of the points-of-sale.

No. Locations	Motorways		Airports		Railway stations		Other		Total at 31/03/2005	Total at 31/12/2004
	2005	31/12/2004	2005	31/12/2004	2005	31/12/2004	2005	31/12/2004		
Europe	526	534	13	13	36	36	107	106	682	689
North America	110	110	78	78	-	-	7	7	195	195
Other contries	-	-	4	4	-	-	-	-	4	4
Total	**636**	**644**	**95**	**95**	**36**	**36**	**114**	**113**	**881**	**888**

2. MANAGEMENT REVIEW

2.1 Financial Performance of the Group

2.1.1 Consolidated Income Statement

2004 Full Year		2005 first quarter		2004 first quarter		VARIATION			
								At constant exchange rates	
3,182.1	Net Sales	677.0		663.0		14.0	2.1%	29.1	4.5%
99.6	Other income and revenues	15.6		16.7		(1.1)	-6.3%	(0.8)	-5.1%
3,281.7	Value of production	692.6	100.0%	679.7	100.0%	12.9	1.9%	28.3	4.3%
(1,839.7)	Costs of production	(400.7)	-57.9%	(389.5)	-57.3%	(11.2)	2.9%	(19.8)	5.2%
1,442.0	Added value	291.9	42.1%	290.2	42.7%	1.7	0.6%	8.5	3.0%
(953.6)	Personnel costs	(219.5)	-31.7%	(219.1)	-32.2%	(0.4)	0.2%	(5.4)	2.5%
(15.9)	Write-downs of current assets. provisions for contingencies and risks and other provisions	(1.7)	-0.2%	(1.5)	-0.2%	(0.2)	15.4%	(0.3)	17.5%
(31.5)	Other operating costs	(6.7)	-1.0%	(5.9)	-0.9%	(0.8)	12.8%	(0.8)	13.5%
441.0	Gross operating margin	64.0	9.2%	63.7	9.4%	0.3	0.4%	2.0	3.3%
(9.9)	Amortisation and write-downs of goodwill and consolidation differences	-		-		-		-	
(177.3)	Other depreciation and write-downs of fixed assets	(36.9)	-5.3%	(36.9)	-5.4%	-	-0.1%	(0.8)	2.4%
253.8	EBIT	27.1	3.9%	26.8	3.9%	0.3	1.1%	1.2	4.5%
(61.5)	Net financial charges	(9.2)	-1.3%	(14.2)	-2.1%	5.0	-35.3%	4.7	-34.0%
1.1	Value adjustments and losses on disposal of long-term investments	0.3	0.0%	0.2	0.0%	0.1	41.7%	0.1	48.0%
193.4	Profit (loss) before extraordinary items and tax	18.2	2.6%	12.8	1.9%	5.4	42.2%	6.0	49.3%
(5.2)	Net extraordinary income/(charges)	-	-	-	-	-	-	-	-
188.2	Profit (loss) before tax	18.2	2.6%	12.8	1.9%	5.4	42.4%	6.0	49.5%
(87.8)	Income Tax for the year	(10.2)	-1.5%	(8.5)	-1.3%	(1.7)	20.6%	(1.8)	22.0%
100.4	Profit (loss) for the year	8.0	1.2%	4.3	0.6%	3.7	85.6%	4.2	n.s.
	Attributable to:								
93.3	Group's share	6.7	1.0%	3.0	0.4%	3.7	n.s.	4.1	n.s.
7.1	Minority interests	1.3	0.2%	1.3	0.2% -	0.0	-1.3%	0.1	4.4%

Net profit (attributable to the Group) was €6.7m, compared to €3m in 2004.

Key determining factors were:

- A slight improvement in the operating result of €0.3m (+4.5% at constant exchange rates)
- A reduction in net financial charges of €5.0m (-34% at constant exchange rates)
- A major increase in tax payable by €1.7m

Consolidated **revenues** totalled €677m, up by 2.1% (or €14m) compared to the first quarter of 2004. At constant exchange rates the increase was equivalent to 4.5%.

The increase in revenues resulted from the following factors:

- A significant increase in revenues at Autogrill Group Inc. of 9.6% (+€14.9m)
- A combined increase in other European countries of 2.6% (+€2.7m); in particular from the motorway services channel in France and Spain which registered increases of 8.2% (due also to expansion of the network) and 7.6%, respectively.

- Reduction in Italian revenues of 1.7% (-€3.8m) principally due to a reduction in the number of points-of-sale on the motorway network, resulting from renewals of concessions. On a like-for-like basis, however, sales for the Italian motorway network registered an increase of 3.9%.

The following table shows the breakdown of revenues, by distribution channel, in the Group's two major geographical areas of operation.[1]

	Europe				Autogrill Group, Inc.				Group			
			Variation				Variation				Variation	
(€m)	1° quarter 2005	1° quater 2004	Total	At constant exchange rates	1° quarter 2005	1° quater 2004	Total	At constant exchange rates	1° quarter 2005	1° quater 2004	Total	At constant exchange rates
Motorways	254.2	253.2	0.4%	0.4%	59.9	57.2	4.8%	9.9%	314.1	310.4	1.2%	2.0%
Airports	16.1	15.9	1.2%	0.7%	277.3	265.3	4.5%	9.7%	293.4	281.2	4.3%	9.1%
Railway stations	21.2	20.7	2.3%	2.1%	-		-	-	21.2	20.7	2.3%	2.1%
Other	40.1	42.7	-6.1%	-6.3%	8.2	8.0	2.1%	7.1%	48.3	50.7	-4.8%	-4.2%
Total	**331.6**	**332.5**	-0.3%	-0.4%	**345.4**	**330.5**	4.5%	9.6%	**677.0**	**663.0**	2.1%	4.5%

The food service activity generated revenues of €512.9m, a growth of 3.1% (+5.8% at constant exchange rates). A slight fluctuation of –0.7% for sales in the retail segment (+0.9% at constant exchange rates). During the quarter, revenues coming from the hotel activities experienced a slight drop of –1.6% (-1.7% at constant exchange rates) due to the unfavourable economic conditions in

			Variation	
(€m)	**1° quarter 2005**	**1° quarter 2004**	**Total**	**At constant exchange rates**
Sales to the public				
Food & Beverage	512.9	497.7	3.1%	5.8%
Retail	152.0	153.0	-0.7%	0.9%
Hotels and other services	4.0	4.1	-1.6%	-1.7%
Total direct sales to the public	**668.9**	**654.8**	**2.2%**	**4.6%**
Sales to third parties and affiliates	8.1	8.2	-2.2%	-2.3%
Grand total	**677.0**	**663.0**	**2.1%**	**4.5%**

Benelux, the main location for this activity.

Gross operating profit totalled €64m, an improvement of €0.3m compared to the first quarter of 2004 and a change in the operating margin from 9.6% al 9.4%.

Labour costs were reduced from 32.2% to 31.7% of revenues, compared to the first quarter of 2004, due to the continued focus on enhanced productivity.

Amortisation and write-downs of fixed assets totalled €36.9m, unchanged at constant exchange rates, but up by €0.8m at constant exchange rates, compared to the corresponding period in 2004.

Net financial charges were reduced by €5m to €9.2m. The improvement was due to a difference in the result on financial derivatives, a positive €2.3m for the quarter versus a negative €3.9m for the comparison period.
Specifically, during the quarter several interest rate derivative contracts were terminated early, reducing the proportion of cover of the underlying exposure.

The value adjustments balance was a positive €0.3 m, compared to €0.2m for 2004.

Tax on profits increased from €8.5m to €10.2m, corresponding with the increase in pre-tax profits.

[1] For continuity of the information provided, only the combined figures for Autogrill Group Inc. are shown here. However, in addition to the activity in North America (96% of the total), they also include activities in Europe (Amsterdam Schiphol – the Netherlands) (3% of the total) and Oceania (1%).

2.1.2 CONSOLIDATED BALANCE SHEET

(m)	31.03.2005	31.12.2004	VARIATION		31.03.2004
			Total	At constant exchange rates	
A) Fixed assets					
Intangible	990.5	960.2	30.3	1.0	998.9
Tangible	453.0	453.9	(0.9)	(7.0)	498.1
Financial	23.8	18.1	5.7	5.2	22.8
	1,467.3	1,432.2	35.1	(0.8)	1,519.8
B) Working capital					
Inventories	83.0	87.3	(4.3)	(5.9)	80.6
Trade receivables	42.4	49.0	(6.6)	(7.1)	58.8
Other assets	220.2	196.6	23.6	18.6	218.4
Trade payables	(352.6)	(431.2)	78.6	84.9	(336.1)
Provisions for contingencies and charges	(69.3)	(67.3)	(2.0)	(1.1)	(58.1)
Other current liabilities	(198.9)	(178.6)	(20.3)	(16.7)	(181.2)
	(275.2)	(344.2)	69.0	72.7	(217.6)
C) Capital invested, less current liabilities	1,192.1	1,088.0	104.1	71.9	1,302.2
D) Staff leaving entitlement and other medium to long-term liabilities, other than financial liabilities	(106.2)	(105.9)	(0.3)	0.4	(119.9)
E) Net capital invested	1,085.9	982.1	103.8	72.3	1,182.3
Financed by:					
F) Shareholders' equity	381.1	372.8	8.3	1.1	288.8
G) Convertible bonds	38.2	39.5	(1.3)	(1.3)	384.9
H) Medium- to long-term financial debt	672.1	657.0	15.1	(17.1)	520.9
I) Current net debt					
Current financial debt	211.3	183.3	28.0	27.2	115.6
Liquid funds and current receivables	(216.8)	(270.5)	53.7	62.4	(127.9)
	(5.5)	(87.2)	81.7	89.6	(12.3)
Net financial debt (G+H+I)	704.8	609.3	95.5	71.2	893.5
L) Total as in E) above	1,085.9	982.1	103.8	72.3	1,182.3

The net increase of €29.4m for **tangible and intangible fixed assets** includes a positive impact of €35.4m resulting from the conversion of activity denominated in other currencies. Capital expenditure made during the period (€32m) was slightly lower than the amount for amortisation and write-downs (€36.9m).

The breakdown of capital expenditure by type and channel, detailed in the following tables, reveals that within the constant level of overall expenditure (€32.0m), there was an increase in the allocation for expansion and renovations of the network (+12.4%) - compared with expenditure for maintenance - and an increase in investment at airport locations (+6%) - compared to motorways (-23.3%), which have been impacted by a slow down in the investment programme in Italy resulting from reassignment of concessions in connection with the outcome of the administrative case resolved at the end of 2004.

(€m)

Purpose	1° quarter 2005		1° quarter 2004	
Development / Repair	29.6	92.4%	26.3	82.2%
Maintenance	2.2	6.9%	4.1	12.7%
I.C.T.	0.2	0.7%	1.6	5.1%
Total	**32.0**	**100%**	**32.0**	**100%**

(€m)

Distribution channel	1° quarter 2005		1° quarter 2004	
Airports	19.7	61.6%	18.6	58.1%
Motorways	7.7	24.1%	10.1	31.5%
Railway stations	0.2	0.6%	1.0	3.2%
Non-concession	3.9	12.3%	0.3	0.9%
Not allocable	0.5	1.4%	2.0	6.3%
Total	**32.0**	**100%**	**32.0**	**100%**

Financial investments increased by €5.7m (€5.2m at constant exchange rates), principally due to the acquisition of a stake (49%) in Steigenberger Gastronomie GmbH, and are predominantly comprised of long-term loans to third parties and to joint-venture partners in the USA.

Working capital finished at negative €275.2m. In addition to the seasonal low, the first quarter included the usual concentration of payments, particularly for license and rental fees. The total change (+€69m, +€72.7m at constant exchange rates) was principally due to the reduction of trade payables (-€78.6m, -€84.9m at constant exchange rates).

TFR (pension reserve) and other long term liabilities increased by €0.3m (a reduction of €0.4m at constant exchange rates)

Shareholders' equity movements result from retained profits for the period and a change in the currency reserve (+€6.6m) relating to the value of shareholdings denominated in currencies other than the euro (principally US dollars and Swiss francs). In addition, with the application of new international accounting standards, the balance at the end of the quarter takes into account the inclusion of interest rate derivatives at fair value at 1 January 2005 (-€10.1m net of tax effects), and the effects of new criteria for amortisation of costs of a convertible bond (+€1.5m), described in more detail in section 2.5.

Net financial indebtedness totalled €704.8m. The change of €95.5m (€71.2m at constant exchange rates) compared to 31 December 2004 includes, in addition to the normal seasonal absorption of liquidity, changes occurring from the application of the new international accounting standards, which were responsible for a net increase of €13.6m. The breakdown is as follows:

31/12/2004	(€m)	31/03/2005	31/03/2004	Variation v/31/12/2004	Variation v/31/03/2004
39.5	**Convertible bonds**	**38.2**	**384.9**	**(1.3)**	**(346.7)**
377.1	Due to banks	378.5	514.5	1.4	(136.0)
271.6	Bonds	285.4	5.0	13.8	280.4
8.3	Due to other financial backers	8.2	1.4	(0.1)	6.8
657.0	**Medium- to long-term financial debt**	**672.1**	**520.9**	**15.1**	**151.2**
154.1	Due to banks	154.5	49.9	0.4	104.6
4.0	Due to other financial backers	4.0	3.3	0.0	0.7
3.5	Accruals on exchange risk and interest rate hedging transactions	3.6	16.1	0.1	(12.5)
11.2	Bank accounts and short-term loans	23.4	38.8	12.2	(15.4)
10.5	Financial payables on derivatives	25.8	7.5	15.3	18.3
183.3	**Short-term financial debt**	**211.3**	**115.6**	**28.0**	**95.7**
(223.4)	Bank and postal accounts	(160.7)	(76.4)	62.7	(84.3)
(33.3)	Cash-in-hand and cash equivalents	(45.1)	(28.5)	(11.8)	(16.6)
0.0	Receivables on interest rate risk hedging transactions	(3.4)	0.0	(3.4)	(3.4)
(9.2)	Accruals on exchange risk and interest rate hedging transactions	(0.8)	(13.4)	8.4	12.6
(1.2)	Loan arrangement fees	(1.2)	(8.1)	0.0	6.9
(0.4)	Loan interest accrued	(0.4)	(0.2)	0.0	(0.2)
(3.0)	Receivables from associates	(5.2)	(1.3)	(2.2)	(3.9)
(270.5)	**Liquid funds and short-term financial receivables**	**(216.8)**	**(127.9)**	**53.7**	**(88.9)**
609.3	**Net debt**	**704.8**	**893.5**	**95.5**	**(188.7)**

The main components of the debt structure detailed in the table are:

- Convertible bonds (€38.2m). They represent the residual amount outstanding on a bond (Lyon), issued by Autogrill Finance S.A. on 15 June 1999 in the amount of €471m, following early redemption of around 90% of the bond on 15 June 2004.

  The outstanding bonds have a face value of €47.7m, including capitalised interest of €7.9m. The bond is a zero-coupon bond and, at placement, generated an original issue discount ("OID") implying a yield of 2% of the face value, compounded semi-annually.

  At the period end, this account item was adjusted to include the increase in capitalisation of implied interest (+€0.2m) and the adoption of new criteria for the amortisation of costs under international accounting standards (-€1.5m).

- Bonds (€285.4m). They represent the face value of unlisted bonds (Private Placement) issued on 19 January 2003 by HMSHost for a total of $370m. The issue – guaranteed by Autogrill S.p.A. – is composed of three tranches of $44m, $60m, and $266m with respective maturities of 2010, 2011, and 2013. Each tranche carries a fixed-rate coupon which is payable semi-annually.

- Bank loans (€533m, of which €378.5m is medium term and €154.5m is short term).
  The main component (€492.4m) relates to a syndicated loan facility provided to the parent company on 19 March 2004. The facility totals €800m and is divided into several tranches with durations ranging from 12 months to 5 years – with a weighted average of 3 years. More specifically, the syndicated loan is comprised of:

  – two tranches, totalling €350m, with principal repayments beginning in September 2006 and continuing until March 2009. As at 31 December 2004, they were fully utilised;

  – a tranche of €300m, repayable within 12 months. Following early repayment of €150m, at year end 2004, the line reduced to €150m, corresponding to the current amount outstanding;

  – a tranche of €150m revolving, maturing in March 2009. As at 31 December 2004, it remained unutilised.

At 31 March 2005, bank credit lines available to the Group were about 63% utilised. All bank loans are at variable rates of interest. The average duration of existing bank facilities, including those unutilised, is approximately 2.3 years.

The total exposure to interest rate risk denominated in US dollars has been hedged via derivative contracts having an average duration of 4.5 years.

The average cost of indebtedness, including hedging activity, is 5.4%.

Net indebtedness also takes into account short-term resources totalling €216.8m, a reduction of €53.7m compared to year end 2004 due to the seasonal liquidity requirements of ongoing operations.

During the take over bid for Aldeasa, financial resources in excess of daily requirements were maintained to partially cover expected disbursements related to the offer. These funds were primarily invested in short-term deposits (€160.7m) paying a rate of interest close to LIBOR/EURIBOR.

The remaining part of these funds was held in cash and marketable securities (€45.1m), representing the physical cash held at the points-of-sale and amounts due for payment.

Autogrill's share of the Aldeasa acquisition was entirely financed through debt. The increase in net indebtedness relating to the acquisition totalled approximately €350m. Considering the long-term nature of the investment, the company is currently evaluating a partial restructuring of this debt to bring it more into line with the profile of expected cash flows.

The Company does not expect that there will be any difficulties in working with financial institutions to establish an improved debt structure.

2.1.3 CONSOLIDATED CASH-FLOW STATEMENT

2004 Full Year	(€m)	2005 1st Quarter	2004 1st Quarter
(96.6)	Opening net short-term debt (1)	73.6	(96.1)
100.3	Net income for the period (including minority interests)	8.0	4.3
187.2	Amortisation, depreciation and write-downs of fixed assets, net of revaluations	36.9	36.9
(1.1)	Value adjustments and (gains)/losses on disposal of long-term investments	(0.3)	(0.2)
(2.0)	(Gains)/losses on the disposal of fixed assets	-	-
11.2	Provisions for contingencies and charges, net of release of provisions	1.2	(1.4)
23.5	Changes in working capital (2)	(67.8)	(79.8)
(11.7)	Net change in staff leaving entitlement and other medium-/long-term liabilities	(1.5)	(1.4)
307.4	Cash flow from operations	(23.5)	(41.6)
	Investments in fixed assets:		
(153.6)	- tangible and intangible (3)	(32.0)	(32.0)
2.3	- selling-off price of assets sold	0.9	2.4
(4.4)	- net acquisition of consolidated investments		
2.6	- net change in financial fixed assets	(4.9)	(2.0)
(153.1)	Cash flow from investments	(36.0)	(31.6)
154.3	Cash flow before acquisitions and financing	(59.5)	(73.2)
(344.2)	Bond issue (redemption)	-	-
362.0	Medium/long-term finance raised	-	182.3
(0.6)	Repayment and short-term transfer of medium/long-term financing commitments	(17.0)	5.2
0.8	Interest due on convertible bonds (zero coupon)	0.2	1.8
(5.8)	Other changes	0.5	0.4
12.2	Cash flow from financing operations	(16.3)	189.7
166.5	Cash flow for the period	(75.8)	116.5
17.3	Exchange rate differences on short-term loans	7.7	(8.1)
87.2	Short-term financial position	5.5	12.3
(696.5)	Medium- to long-term financial debt (4)	(710.3)	(905.8)
(609.3)	Total net financial debt	(704.8)	(893.5)

(1) 2005 has been restated to include IAS 32 and IAS 39 first time adoption effect

(2) Includes translation adjustments related to Income Statement items

(3) Excludes goodwill and consolidation difference relating to subsidiaries acquired during the period

(4) These balances are affected by the following:

2004 Full Year	(€m)	2005 1st Quarter	2004 1st Quarter
(1.4)	Effect of changes in the scope of consolidation	-	-
-	Effect IAS/IFRS adoption	1.5	-
26.9	Exchange rate differences on medium/long-term finance	(32.1)	(124.0)

2.1.4 GEOGRAPHICAL ANALYSIS

	Europe				Autogrill Group, Inc.				Not allocable			Group			
			Variation				Variation							Variation	
(€m)	1° quarter 2005	1° quater 2004	Total	At constant exchange rates	1° quarter 2005	1° quater 2004	Total	At constant exchange rates	1° quarter 2005	1° quater 2004	% Variation	1° quarter 2005	1° quater 2004	Total	At constant exchange rates
Revenues	331.6	332.5	-0.3%	-0.4%	345.4	330.5	4.5%	9.6%				677.0	663.0	2.1%	4.5%
EBITDA	31.6	30.3	4.2%	4.2%	36.8	38.0	-3.0%	1.8%	(4.4)	(4.6)		64.0	63.7	0.4%	3.3%
% on Revenues	9.5%	9.1%			*10.7%*	*11.5%*						9.4%	9.6%		
Investments	16.1	16.1	-0.4%	-0.6%	19.9	19.4	2.4%	7.5%	0.9	1.4		36.9	36.9	-0.1%	2.4%
Amortisation	10.0	8.7	16.2%	16.1%	22.0	23.3	-5.9%	-0.2%	-			32.0	32.0	0.2%	4.4%

North America (Autogrill Group, Inc.)

To remove the effect of changes in the exchange rate relationship with the Euro, the following figures are reported in US dollars.

In the first quarter of 2005, the **revenues** of Autogrill Group, Inc. reached $452.9m, an increase of 9.6% compared to the corresponding period in 2004. The channels in which Autogrill Group, Inc. operates recorded the following results:

- *Airports* – Revenues were $363.6m, up by 9.7% compared to 2004; on a comparable basis - excluding openings, closings, and renovations – the increase was 11.8%, compared to an increase in passenger traffic of 5.4% (source: A.T.A.).
- *Motorways* – Sales reached $78.6m ($71.5m in 2003), recording an increase of 9.9% over 2004, due to the reopening of renovated points-of-sale on both the New Jersey and Florida turnpikes, whose results were particularly positive.
- *Shopping Centres* – Sales at the seven malls managed by the Group reached $10.8m, an increase of 7.1% compared to 2004, fuelled by greater volumes of shoppers at the centres.

Gross Operating Profit recorded an increase of 1.8% compared to the previous financial year, reaching $48.3m, or 10.7% of sales (11.5% in 2004).

Despite recent improvements in productivity due to continuing refinements to the operating model, margins were influenced by the growth trend in the cost of raw materials. It should be pointed out that, in the United States, the inflation index for prices from producers of raw food materials was 13.9%, while the inflation figure for food items consumed outside the home was only 3.8% (source: USDL).

Capital expenditure was $28.5m in line with the previous year, or 6.3% of sales (6.9% in 2004). Capital resources were primarily allocated to development of the airport channel. Specifically, investments to develop the operational network accounted for 94.4% of the total, while the level of investment in the airport channel was about 88% of the total amount. Of particular significance are the renovations taking place at the airports in Tampa and Las Vegas and the new opening at the airport in Minneapolis.

In reference to **development** progress, in the first quarter the Autogrill Group, Inc. further consolidated its presence in the motorway sector through the addition of 2 new roadside stops in Indiana.

Europe

In Europe, sales totalled €331.6m, a drop of 0.3%, due principally to the exit from certain sites on the Italian motorway network.

Compared to 2004, there was one day less (2004 was a leap year) and greater traveller flows, limited somewhat by adverse weather conditions, due to the Easter holidays.

Gross Operating Profit, equalling €31.6m, showed a growth of 4.2%, or an increase in the percentage of sales from 9.1% in 2004 to 9.5% in 2005.

(€m)	1° quarter 2005								Annulled and not allocated	Total
	Italy	France	Switzerland	Spain	Belgium	Netherlands	Austria	Greece		
Net Sales	223.8	44.2	24.1	17.8	8.2	8.1	3.8	1.6	-	**331.6**
EBITDA	27.4	1.0	2.0	0.6	0.1	0.5	(0.2)	0.2	0.0	**31.6**
% on sales	*12.2%*	*2.2%*	*8.2%*	*3.1%*	*1.5%*	*6.0%*	*-4.3%*	*11.7%*		*9.5%*
Depreciation and amortisation	7.8	4.0	1.4	1.2	0.6	0.7	0.3	0.1	-	**16.1**
Capital expenditure	7.8	0.9	0.3	0.4	0.1	0.4	0.1	0.0		**10.0**

(€m)	1° quarter 2005								Annulled and not allocated	Total
	Italy	France	Switzerland	Spain	Belgium	Netherlands	Austria	Greece		
Net Sales	227.6	40.3	26.4	16.2	8.1	8.5	3.9	1.7	(0.2)	**332.5**
EBITDA	27.2	(0.0)	1.8	0.7	(0.2)	0.7	(0.1)	0.2	(0.0)	**30.3**
% on sales	*11.9%*	*-0.1%*	*7.0%*	*4.2%*	*-2.1%*	*8.2%*	*-3.5%*	*14.0%*		*9.1%*
Depreciation and amortisation	7.7	3.8	1.7	1.2	0.6	0.7	0.3	0.1		**16.1**
Capital expenditure	3.8	1.4	0.3	2.9	0.3	0.0	0.0	0.0		**8.7**

Italy

Sales reached €223.8m for the first quarter, down 1.7% compared to 2004. This result is primarily attributable to a reduction in the number of points-of-sale in motorway locations, as a consequence of renewals in the concessions portfolio. Progress of the various channels was as follows:

- *Motorways* – Revenues reached €178.5m, falling 1.3% compared to the corresponding period in 2004, due mainly to the impact of renewal process, but also to works in progress on some sections of the motorway. On a like-for-like basis, growth was 3.9%, despite very conservative increases in traffic volumes (+0.5% on the routes managed by Gruppo Autostrade – Source: Autostrade per l'Italia S.p.A.).
  Food & beverage (50.5% of sales) showed a contraction of 2.7% (+2.8% on a comparable basis) while the Retail segment (46% of sales) was in line with the previous year (+5.4% on a comparable basis).
  Complementary activity saw positive progress in Lottery sales (+65.4%), while tobacco sales (-3.8%) suffered from the new laws that came into effect in January and from the notable increase in prices.
- *Airports* – Revenues at airports reached €9m, up by 1.4% (11.1% on a comparable basis).
- *Railway stations* – Sales were €2.9m, a decrease of 4.2% over 2004. A result which can be attributed almost to entirely to the performance of the unit at Roma Termini (the central train station), which were affected by ongoing works inside the station, with consequent impairment to the visibility and accessibility of the sites.
- *Shopping centres, city centres and fairs* – "Non concession" activities generated total sales of €33.4m, down by 4.0% (1.2% on a comparable basis) compared to the first quarter of 2004. In particular, a slight contraction in revenues (-0.4%) at shopping centres was reported. In city centres, a decrease in sales of 9.4% was recorded (a reduction of 1.7% on a comparable basis) primarily attributable to the closure of the Duomo Center site in Milan.

Gross Operating Profit achieved was €27.4m, growing slightly in comparison to 2004 (€27.2m) and improving as a percentage of sales (12.2% in 2005 compared to 11.9% for 2004). Careful planning of work hours and constant attention to supply costs permitted containment of the impacts of: the evolution of the mix towards lower margin products, an increase in the hourly cost of labour, and the higher concession fees for the new motorway concessions, which – on the basis of guaranteed minimums – is accentuated in the lower season.

Capital expenditure in the first quarter grew to €7.8m compared with €3.8m in 2004 (from 1.6% to 3.5% of sales for Italy). The increase was to due to renovation of the concession sites awarded in 2004. In fact, more than 48% of the amount was allocated to this channel.

France

Sales reached €44.2m, up by 9.5% compared to the prior financial year, thanks to the contribution from S.G.R.R. S.A. (€1.3m), acquired in the second quarter of 2004. Performance of the main channels was as follows:

- *Motorways* – Sales were €29.8m, an increase of 8.2% compared to 2004. Sales on a comparable basis, however, grew 3.5%.
- *Railway stations* – Sales were €12.8m, a slight increase in comparison to €12.7m in 2004, despite the strikes occurring during March that paralysed activities for 10 days.
- *Airports* – In April of last year, the Group was awarded a food service contract at the Marseille airport. Revenues of €1.5m were higher than expectations.

Gross Operating Profit was €1.0m, or percentage of sales of 2.2% (-0.1% in 2004). Steps taken to save costs and to improve efficiency at the points-of-sale allowed for an improvement in results.

In France, **capital expenditure** (€0.9m equivalent to 2.0% of sales) was primarily dedicated to the beginning of work at the motorway point-of-sale in Mornas and the opening of a new concept at Marseille airport.

Switzerland

Sales were CHF37.3m, a drop compared to the CHF41.4m recorded in the first quarter of 2004. This reduction reflects the rationalisation of the portfolio since 31 March 2004, which resulted in the exit from 3 points-of-sale, and the renovation of the Pratteln site, which represents nearly half of sales through the motorway channel. Performance of the principal channels was as follows:

- *Motorways* – Revenues were CHF17.9m, up by 1.5% compared to the previous financial year despite the ongoing renovation at Pratteln.
- *Airports* – A drop in sales from CHF9.7m to CHF7.2m, resulting from a fall in traffic at Zurich airport.
- *Railway stations* – Revenues were 4.2mCHF, up 1.1% compared to the first quarter of 2004, mainly due to the contribution from Berne, where several points-of-sale have been renovated.
- *Shopping centres, city centres and retail parks* – Sales fell to CHF8.0m (-19.2%) because of a general contraction in consumption and the exit from two points-of-sale at retail parks.

The **Gross Operating Profit** for Switzerland went from CHF2.9m for the first quarter of 2004, to CHF3.1m in 2005 (from 7.0% to 8.2% of sales) - despite the contraction in revenues - thanks to recent refinements in the operating model.

Capital expenditure of CHF0.5m was primarily earmarked for the start of construction at the Pratteln motorway site.

Spain

In Spain, **revenues** were €17.8m, growing 9.7% compared to the first quarter of 2004. All of the channels experienced growth:

- *Motorways* – Revenues went from €13.9m to €15.0m (+7.6%), despite the renovations taking place at several points-of-sale.
- *Railway stations* – Sales reached €2.4m, up by 18.2% thanks to greater passenger traffic levels resulting from the Madrid-Llerida high-speed line and renovation at the Madrid Atocha station.
- *Airports* – Revenues at the airport in Santander were €0.2m, more than doubled over the previous year due to the growth in "low cost" traffic.

The **Gross Operating Profit** was €0.6m, down by 18.1% compared to 2004 and representing 3.1% of sales (4.2% in 2004), due to increased general and administrative expenses for legal services provided during the period.

Capital expenditure relates to the ongoing renovation activities at points-of-sale at Briviesca I, Desfiladero I, Oiartzun, Aritzeta and Itziar I & II.

Belgium

In Belgium, **revenues** were €8.2m, substantially in line with the prior year. The channels had the following performance:

- *Motorways* – Sales of €6.5m, an increase of 0.3%, with continuing works on the E411 motorway.
- *Railway stations* – The opening of new sites and the introduction of new products fed the 12.7% growth in sales to €0.4m.
- *Shopping centres* – Revenues remained stable at €1.3m.

Gross operating profit improved, moving from –€0.2m in 2004 (-2.1% as a percentage of sales) to +€0.1m for 2005 (+1.5% of revenues): a result achieved thanks to the achievement of targeted containment of labour costs and other operating expenses.

The Netherlands

Sales in 2005 were €8.1m, a drop of 3.7% compared to the corresponding period of 2004, resulting from continued weakness in the Dutch economy and the reduction in tourist flows from Germany, which had a particular impact on hotel activity.

Lower revenues resulted in a lower **Gross Operating Profit** of €0.5m (-€0.2m) and, as a percentage of sales, dropped from 8.2% for the first quarter of 2004 to 6.0% in 2005.

Capital expenditure totalled €0.4m.

Austria

Revenues, which are generated exclusively through the motorway channel, totalled €3.8m - down 1.3%: a drop caused by the presence of roadworks in close proximity to some of our points-of- sale.

As a consequence, the **Gross Operating Profit** worsened slightly to -€0.2m.

Greece

Sales showed a small decrease (-3.7%) to €1.6m, primarily due to lower traffic levels at motorway locations.

As a result of reduced revenues, operating margins declined, moving from 14.0% to 11.7% of sales.

2.2 Events Occurring after 31 March 2005

Take over bid for Aldeasa

On 18 April 2005, the CNMV announced the results of the public takeover offer for the shares of Aldeasa initiated by the Group through Retail Airport Finance S.L. ("RAF"). The price per share for the take over bid was €36.57. Acceptances were for 12,874,319 shares, equivalent to 93.72% of the publicly held shares, or 61.31% of the total share capital Aldeasa SA.

The 19th and 20th of April were the dates of implementation of the agreement signed on 27 January 2005 with Altadis SA. In particular, this agreement allowed for the division of the participation in Retail Airport Service SLU on a 50/50 basis between the Autogrill group and Altadis SA.

The total value of the transaction, including fees and other costs, was €743.4m.

Autogrill financed its share of the transaction entirely with debt. For the Group, the resulting increase in net financial indebtedness was about €350 million. Autogrill acquired the financing for the transaction by recourse, in part, to existing unutilised short- and medium- term credit lines, and to a dedicated credit facility of €500 million.

Additional and more detailed information is contained in the information memorandum, prepared in accordance with art. 71 of CONSOB regulation no. 11971/1999, which is available on the company's website www.autogrill.it.

Election of the Board of Directors

On 27 April 2005, the Shareholders' Assembly nominated - for the three-year term, 2005-2007 - the Board of Directors composed of 11 members. The following members were confirmed: Mssrs. Gilberto Benetton, Gianmario Tondato da Ruos, Alessandro Benetton, Giorgio Brunetti, Antonio Bulgheroni, Marco Desiderato, Sergio Erede, Gianni Mion, Gaetano Morazzoni, Alfredo Malguzzi and, newly elected, Sergio De Simoi.

The Board of Directors, meeting after the Shareholders' Assembly: elected Gilberto Benetton as President and Gianmario Tondato da Ruos[1] as Managing director, granting him legal representation of the company in accordance with article 18 of the Company Articles; judged that Giorgio Brunetti, Antonio Bulgheroni, Marco Desiderato, Gaetano Morazzoni and Alfredo Malguzzi are independent directors; reconfirmed the members of the Internal Audit Committee (Giorgio Brunetti – President, Marco Desiderato and Alfredo Malguzzi), the Remuneration Committee (Gianni Mion – President, Antonio Bulgheroni and Sergio Erede) and the Statutory Auditors (Gianluca Ponzellini, Alfredo Malguzzi, Silvio De Girolamo).

[1] The Board of Directors has conferred general executive management powers upon the Chief Executive Offer, Gianmario Tondato da Ruos. Certain of these powers must be exercised within the limits specified, as follows: a) investment: up to Euro 3,000,000; b) contracts to buy, sell or exchange machines, plants, equipment, materials and vehicles up to Euro 3,100,000 per contract; c) contracts for consulting, intellectual works, professional services and similar up to Euro 1,000,000 per contract; d) acquisition or divestiture of a company and/or branches of a company up to Euro 1,000,000 gross of all liabilities and obligations; e) purchase, sale, subscription to equity securities, or shares of a company or consortium up to Euro 100,000 f) contracts for the leasing or subleasing of buildings and similar assets, rental or sub-rental of a business: up to 9 years (such time limits not applicable to contracts for rental, sub-rental, leasing, or subleasing in a shopping centre); g) contracts for the opening of credit, financial obligations in general, financing and lending mandates, including for the benefit of subsidiaries: up to Euro 3,100,000; h) request bank and/or insurance guarantees, letters of guarantee and other such commitments, in addition to giving letters of indemnity and/or guarantees, endorsements, letters of comfort, including for the benefit of subsidiaries: up to Euro 3,100,000; g) appoint arbitrators, including intermediaries for friendly resolution of disputes: up to Euro 1,000,000 (without limit in the case of passive involvement in the arbitration procedure).

Transactions exceeding these limits are subject to the approval of the Board of Directors.

2.3 Management Outlook

Business performance since the close of the quarter largely confirms the trend seen in the first few months of the year, with positive indications for North America and the airport channel, in contrast to Europe which is still feeling the impacts of some divestments. As for profitability, the problems referred to regarding cost structure - particularly in North America - continued beyond the first quarter. However, the Group expects to reduce those impacts during the year.

With the consolidation of Aldeasa, positive effects on the Group's economies of scale are expected.

2.4 CONTENT AND FORM OF THE QUARTERLY REPORT

Community Regulations adopted by national Parliaments have decreed that International Accounting Standards IAS/IFRS (hereafter, "IAS/IFRS Principles Standards") are to be adopted for the preparation of consolidated financial statements for companies listed on regulated markets within the European Union beginning with the 2005 financial year. As stated in the management review for the financial year ending 31 December 2004, during 2004 the Group initiated a project for introduction of the management and administrative-accounting changes necessary to ensure correct application of the IAS/IFRS Principles. In particular, the Group decided for adoption of the international accounting Principles for preparation of the results for the first quarter to 31 March 2005.

Consequently, in accordance with CONSOB Resolution no. 14990 of 14 April 2005 - which modifies articles 81 and 82 of the regulations for issuers 11971/1999 - implementing the IAS/IFRS Principles, the Autogrill Group (in application of the revision to article 82) has decided to present the financial statements for the quarter to 31 March 2005 on the basis of the criteria provided in Annex 3D of the Issuer Regulation (for the format of the presentation schedule and the accompanying notes), utilizing the IAS/IFRS principles for the valuation and accounting of major account items. The first intra-annual report applying IAS 34, however, will be adopted for the preparation of the 2005 half-yearly report.

Therefore, as provided under article 82 bis, a specific section of this report presents a reconciliation of shareholders' equity at 31 December 2004, and the profit and loss statement for the financial period closing on the same date, applying both the Italian accounting principles and the IAS/IFRS Principles.

In the preparation of this reconciliation it was not considered appropriate to utilise the reconciliation format suggested in the *"Implementation Guidance*" accompanying IFRS 1 (paragraph IG 63) but, rather, to apply a simplified reconciliation, thereby avoiding the full representation of balance sheet and profit and loss items as under IAS/IFRS Principles.

The following section entitled "Application of IAS/IFRS and its effects" provides a more detailed description of the nature of the impacts of the adoption of IAS/IFRS, which have already been highlighted in the notes to the accounts for the financial year ending 31 December 2004.

2.5 APPLICATION OF IAS/IFRS AND ITS EFFECTS

General Considerations

As mentioned in the section Content and Form of the Quarterly Report, the current section provides:

- a description of the principal differences between the Italian Principles previously used and the IAS/IFRS Principles;
- the Accounting treatment elected by the Group with the accounting options provided for by the IAS/IFRS Principles;
- optional exemptions allowable under IFRS 1 and utilised by the Group;
- the information required by CONSOB Resolution no. 14990 of 14 April 2005 concerning the reconciliation of shareholders' equity at 1 January and 31 December 2004 and the profit and loss statement for the financial year ending 31 December 2004, applying both Italian and IAS/IFRS accounting principles;
- detail on the impacts of the transition to IAS/IFRS on the balance sheet at 31 December 2004 and 31 March 2004 and on the profit and loss statement for both the full financial year and for the 1st quarter of 2004.

Apart from the considerations above, the transition to the IAS/IFRS Principles for the Autogrill Group entails the reclassification of the major balance sheet and profit and loss items previously classified in accordance with Legislative Decree 127/1991. As stated, the nature and the dimensions of these reclassifications will be provided beginning with the half-yearly report and the adoption of the reconciliation schedule specified in the *"Implementation Guidance*" accompanying IFRS 1 (paragraph IG 63).

Principal differences between Italian Principles previously used and IAS/IFRS Principles

The IAS/IFRS Principles do not differ from those used in the preparation of the consolidated financial statements and the interim statements prepared under Italian accounting standards, except for the following items:

- <u>Goodwill and consolidation differences</u>: according to IAS/IFRS Principles, such items are no longer automatically amortised but subject to valuation for the purposes of identifying possible losses in value; The application of these procedures will result in an improvement in profits for future periods (except for the effect of possible impairments) as individual items accounted for under Italian accounting principles will not be amortised, and significant write-downs are not expected for the near future.
- <u>Derivative instruments</u>: according to Italian accounting principles, derivative instruments are considered "off balance sheet", whereas under IAS 39 they are to be reflected in the financial statements and valued at "fair value" even when they do not qualify as hedges, according to the following methods which vary by derivative type:

  cash flow hedge:

  - gains and losses deriving from adjustments to fair value of the hedging instrument (for the part relating to the hedge) are directly accounted for in shareholders' equity;
  - the remaining part (unrelated to the hedge) is immediately charged to the profit and loss statement;

- amounts accounted for in shareholders' equity are recorded in the profit and loss statement in the period in which the contracts and resulting transactions show their effects in the profit and loss statement.

Fair value hedge:

- gains and losses on the instrument hedged are accounted for by adjustments to balance sheet value, which are recorded in the profit and loss statement;
- gains and losses occurring from changes in the market valuation of the fair value of the hedging instrument are recorded immediately in the profit and loss statement.

- o <u>Bonds</u>: under Italian accounting principles the bonds (including convertible or exchangeable) are recorded at their residual nominal value (of capital); in addition, any issue premiums or discounts, including issue costs, are deferred and amortised over the life of the loan. Under IAS 39, the value of bonds without options is determined according to the cost amortisation method: that is the initial value (fair value) net of capital redemptions already made, adjusted for the amortisation (at the effective interest rate) of any differences (such as premiums, discounts, issue costs and redemption premiums) between the initial net value received and the redemption value at maturity. The value of composite financial instruments (convertible bonds) must be divided between the debt portion and the Shareholders' equity portion.

  In particular, for bonds convertible into own shares the value of the debt component is determined by the present value of future cash flows; calculated on the basis of market rates of interest at the time of issue for instruments having the same characteristics but without an option component. Whereas, the value of the option is determined by the difference between the value of the net inflow from the issue and the value of the debt component and is recorded as a separate line item within shareholders' equity.

- o <u>Discounting of reserve for risks and charges</u>: under IAS 37, whenever the liability relates to a deferred expense, that liability is subject to discounting at a rate, gross of taxes, which reflects the current market valuation of the currency and risk specifically connected to the liability. The provision increases each financial period to reflect the passing of time and is recorded as an interest liability.

- o <u>Charges for restoration</u>: under IAS 37, the initial cost of operating assets also includes the expected costs for dismantling of the operating asset and the restoration of the site. The corresponding liability is accounted for, in the period in which it occurs, in a liability provision in the balance sheet under the reserve for risks and future charges, at market value (fair value), set off against the tangible asset to which it relates; charging to the profit and loss statement of capitalised expenses takes place over the life of the related tangible asset through the amortisation of that asset.

- o <u>Intangible items</u>: on the basis of the requirements of IAS 38 dealing with the accounting of intangible items, reclassification of the following items has done in keeping with IAS/IFRS :

  - improvements to third party assets have been included in intangible fixed assets.
  - charges related to financing have been reclassified and are set off against the item to which they refer, specifically "transaction costs", to determine the effective interest rate for the valuation of liabilities according to the cost amortisation principles.

Accounting treatment elected by the Group under the accounting options provided for within the IAS/IFRS Principles.

Consistent with the valuation principles already adopted for accounting according to the Italian accounting principles:

- Inventory and work-in-progress: the method elected for determination of cost is FIFO;
- Valuation of tangible and intangible items and of property investments: the Group has elected, for accounting of further work, for the cost method (cost model), net of amortisation and any losses in value.

Optional exemptions provided under IFRS1 and utilised by the Group

In the transition to IAS/IFRS Principles, the Autogrill group has taken advantage of the following optional exemptions provided under IFRS 1:

- Valuation of tangible fixed assets not freely conveyable and of intangibles: the Group has taken advantage of the facility to value the above assets, as determined by previous accounting principles, at replacement cost at 1 January 2004, to the extent that it complies with the requirements of IFRS 1.
- Aggregation of businesses: IFRS 3 provides for accounting for the aggregation of businesses using the "purchase method", recording assets and liabilities at fair value on the date of acquisition. The Group, in conformity with IFRS 1, has not applied IFRS 3 retrospectively to aggregations of businesses occurring before the transfer to IAS/IFRS Principles. They are, therefore, accounted for at the same value determined under previously applied accounting principles.
- Financial instruments: in departure from the general requirement for retrospective application of the IAS/IFRS Principles, IFRS 1 allows for the application of IAS 39 with the financial periods beginning after 1 January 2005. The Group has therefore decided to benefit from this exemption, applying IAS 39 for the valuation and accounting of interest rate derivative instruments - other than the implicit option of the convertible bond - beginning with the presentation of the consolidated 2005 financial statements and the relevant intra-year reporting beginning with the report for the quarter ending 31 March 2005. The motivation for this choice rests primarily in the presence of numerous and significant financial restructuring transactions in 2004, of which the market always received complete and timely information. Therefore, the solution adopted allows - except for the production of information required under IFRS 1 – for representation of only those instruments in existence at 1 January 2005, which are managed and monitored by a methodology capable of guaranteeing the required information.

Problematic accounting issues not yet defined as to the application of IAS/IFRS

- TFR: on the subject of the valuation of employee severance provisions (*Trattamento di Fine Rapporto* or "TFR"), there are no clear indications from national technical bodies. The different nature of recognition of TFR, as compared with the treatment indicated in IAS 19 which specifically addresses the subject, may result in different assessments and results. In particular, under one interpretation, TFR is similar to a "benefit successive to employment", of the type "defined plans and benefits", where the current accrued amount payable must be projected into the future to estimate the amount to be paid upon termination of employment and then discounted, using the "projected unit credit method", to take account of the time that will pass prior to payment. The valuation for the Group, carried out using the "projected unit credit method", resulted in a reduction of the liability compared to the legal valuation at 1 January 2004 (as defined in article 2120 of the Civil Code) of Euro 757 thousand. In consideration of the above mentioned uncertainties in interpretation, the increased risk of the estimates connected to dynamics in pay and growth in personnel - in addition to the relative insignificance of the adjustment both in absolute terms (in reference to the account item) and relative terms (in reference to the impact on consolidated shareholders' funds) - it has been decided to make no adjustment but to reclassify the amount of revaluation of the legal liability as at 1 January 2004 as defined under article 2120 of the Civil Code under financial charges - to the extent that it constitutes a liability under IAS19.

- Concessions activities: the IAS/IFRS international accounting principles do not provide specific instructions on accounting criteria for concessions activities. SIC 29 sets out the information to be provided in the financial statements with reference to the individual agreements for concessions services. The IFRIC published 3 March 2005 drafts of three applicable interpretative documents that, however, interpret laws and accounting principles already in existence in the context of the IAS/IFRS whose impact will be subject to specific analysis in preparation of the definitive version of the interpretative document.

Reconciliation of Italian principles previously used and IAS/IFRS

The reconciliation, although reflecting the best application of understanding and analysis, is subject to refinement. It should also be remembered that the issuance of new versions or interpretations of the IFRS are possible prior to the publication of the Group financial statements for the financial year ending 31 December 2005, possibly with retroactive effects. Therefore, the valuation and accounting for major items may undergo changes affecting the presentation of comparative figures, and the first complete IAS/IFRS financial statement prepared according to the IAS/IFRS approved by the European Commission.

The following reconciliation is accompanied by notes which explain how IFRS 1 and the other principles approved by the European Commission have been applied, the assumptions of the Directors on the principles and the interpretations applied, and on the accounting policies which will be adopted for the first complete financial statements to be prepared according to the IAS/IFRS approved by the European Commission.

In addition, in conformity with CONSOB Communication DEM 5025723 of 15 April 2005, the statement of reconciliation and the accompanying notes have been subject to an audit by Deloitte & Touche S.p.A. The audit report will be made available shortly after the approval of this quarterly report by the Board of Directors of Autogrill S.p.A.

The individual items are included in the table, gross of tax, while the applicable taxes are shown cumulatively in two separate adjustment lines. The adjustments did not have any impact on minority interests.

	Net Equity 01/01/04	Profit (loss) for the year 2004	Net Equity 31/12/04	Net Equity 01/01/05
Italian Principles	261.4	52.7	309.5	309.5
Discounting of Provisions (IAS 37)	3.5	(1.6)	1.9	1.9
Reversal of goodwill and consolidation difference amortisation (IFRS3 e IAS 38)		60.0	58.0 (2)	58.0
Impairment of consolidation difference (IAS 36)		(9.9)	(9.9)	(9.9)
Fair value of hedging derivative instruments (IAS 39) (1)			-	(15.1)
Recognition at amortised cost of convertible bond (IAS32) (1)				1.5
Tax effect	(1.2)	(7.9)	(9.1)	(4.1)
IAS/IFRS Principles	263.7	93.3	350.4	341.8

Quota di terzi

(1) First adoption1/1/2005

(2) Exchange rate at 31/12/2004 : $/Euro 1,36 , CHF/Euro 1,54

Explanatory note:

Goodwill and consolidation differences:

At 1 January 2004: there was no impact as the Group elected to not apply IFRS 3 retrospectively – Aggregation of businesses, for transactions occurring prior to the transition to IAS/IFRS; in addition application of the impairment test did not require the accounting of any value adjustments on the basis of Italian accounting principles.

At 31 December 2004: an increase in net profits of €41.6m and shareholders' equity of €39.6m (the difference in amounts results from the difference between the average exchange rate and the exchange rate at closing). The impact is attributable to the elimination of amortisation of €60m and to the recognition of adjustments of €9.9m for differences in value of the consolidation of the Swiss, Belgian, and Spanish operations resulting from the "impairment test".

Derivative instruments: As mentioned in the section "Optional exemptions allowable under IFRS 1", the Group applied IAS 39 beginning from 1 January 2005.

For the Group, this includes interest rate hedging derivatives (cash flow hedge), which must be recorded in the balance and valued at "fair value". The relevant accounting method results, at 1 January 2005, in an increase in financial debts of €15.1m and a reduction in shareholders' equity, including adjustments for tax, of €10.1m.

Bonds: As mentioned in the section "Optional exemptions allowable under IFRS 1", the Group applied IAS 39 beginning from 1 January 2005.

For the Group, this includes the convertible bonds; a composite financial instrument with an implicit option for conversion of the bond into capital.

The relevant accounting method, as detailed in the section "*Principal differences between Italian accounting principles previously used and IAS/IFRS Principles*", in reference to 1 January 2005 results in:

- recording of the bond at its amortised cost, which results in a reduction of financial debts and an increase in shareholders' equity of €1.5m.
- recording of the value of the option granted to subscribers of the convertible bond to convert the debt to capital, with no impact on shareholders' funds as the option relates to a capital rather than a debt instrument.

Discounting of Risk Reserve:

As at 1 January 2004: the impact of the inclusion of the financial component to medium-long term liabilities resulted in a reduction of the risk reserve of €3.5m, and the increase to shareholders' equity, net of applicable taxes, was €2.3m.

As at 31 December 2004: the same calculation for 31 December 2004 resulted in an increase of reserves of €1.6m, with a negative impact on profits, net of taxes, of €1.1m . Shareholders' equity is reduced by the cumulative effect of adjustments at 1 January and during the financial year of €1.2m, also net of taxes.

Detail of impacts on the profit & loss statement and balance sheet

Profits for the first quarter of 2005 and the balance sheet as at 31 March 2005 provided in the report are shown alongside those for both the corresponding period and the full financial year of 2004, applying IFRS. Following is a reconciliation between the figures originally published, prepared according to Italian principles, and those resulting from preparation according to IAS/IFRS Principles.

Income Statement at December 31st, 2004

(€m)

	2004 Italian Principles	(1)	(2)	(3)	(4)	(5)	(6)	2004 IAS/IFRS Principles
Net Sales	3,182.1							3,182.1
Other income and revenues	99.6							99.6
Value of production	**3,281.7**							**3,281.7**
Costs of production	(1,839.7)							(1,839.7)
Added value	**1,442.0**							**1,442.0**
Personnel costs	(955.7)			2.1				(953.6)
Write-downs of current assets. provisions for contingencies and risks and other provisions	(15.9)							(15.9)
Other operating costs	(31.5)							(31.5)
Gross operating margin	**438.9**							**441.0**
Amortisation and write-downs of goodwill and consolidation differences	(60.0)	60.0	(9.9)					(9.9)
Other depreciation and write-downs of fixed assets	(177.3)							(177.3)
EBIT	**201.6**							**253.8**
Net financial charges	(57.9)			(2.1)	(1.6)			(61.5)
Value adjustments and losses on disposal of long-term investments	1.1							1.1
Profit (loss) before extraordinary items and tax	**144.8**							**193.4**
Net extraordinary income/(charges)	(5.2)							(5.2)
Profit (loss) before tax	**139.6**							**188.2**
Income Tax for the year	**(79.8)**					(7.9)		**(87.8)**
Profit (loss) for the year	**59.8**							**100.4**
Attributable to:								
Group's share	52.7	60.0	(9.9)	-	(1.6)	(7.9)	(8.0)	93.3
Minority interests	7.1							7.1

For a deeper comment see explication notes in the section on "Reconciliation of former Italian accounting principles"

2004 Medium exchange rate: $/Euro 1,25 , CHF/Euro 1,57

(1) Reversal of goodwill amortization and consolidation difference (IAS38)

(2) Impairment of consolidation difference as per the "Impairment test" (IAS 36)

(3) Reclass to "Financial charges" of revaluation component (determined according to the article 2120 of the civil code) of accrual to the italian termination benefit plan. Such a revaluataion falls under interest cherges according to IAS 19.

(4) Discounting of reserve for risk and charges according to IAS 37

(5) Tax effect on above adjustments

Balance sheet at December 31st, 2004

(€m)	31.12.2004 Italian Principles	(1)	(2)	(3)	(4)	31.12.2004 IAS/IFRS Principles
A) Fixed assets						
Intangible	912.1	58.0	(9.9)			960.2
Tangible	453.9					453.9
Financial	18.1					18.1
	1,384.1					**1,432.2**
B) Working capital						
Inventories	87.3					87.3
Trade receivables	49.0					49.0
Other assets	196.6					196.6
Trade payables	(431.2)					(431.2)
Provisions for contingencies and charges	(67.3)					(67.3)
Other current liabilities	(169.5)			(9.1)		(178.6)
	(335.1)					**(344.2)**
C) Capital invested, less current liabilities	**1,049.0**					**1,088.0**
D) Staff leaving entitlement and other medium to long-term liabilities, other than financial liabilities	**(107.8)**				1.9	**(105.9)**
E) Net capital invested	**941.2**					**982.1**
Financed by:						
F) Shareholders' equity						
Group's net equity	309.5	58.0	(9.9)	(9.1)	1.9	350.4
Total minority interests	22.4					22.4
	331.9					**372.8**
G) Convertible bonds	**39.5**					**39.5**
H) Medium- to long-term financial debt	**657.0**					**657.0**
I) Current net debt						
Current financial debt	183.3					183.3
Liquid funds and current receivables	(270.5)					(270.5)
	(87.2)					**(87.2)**
Net financial debt (G+H+I)	**609.3**					**609.3**
L) Total as in E) above	**941.2**	**58.0**	**(9.9)**	**(9.1)**	**1.9**	**982.1**

(1) Reversal of goodwill amortization and consolidation difference (IAS 38)
(2) Impairment of consolidation difference as per the "Impairment test" (IAS 36)
(3) Tax effect on above adjustments
(4) Discounting of reserve for risk and charges according to IAS 37

Exchange rate at 31/12/2004 : $/Euro 1,36 , CHF/Euro 1,54

Income Statement at March 31st, 2005

(€m)	1st quarter 2004 Italian Principles	(1)	(2)	(3)	1st quarter 2004 IAS/IFRS Principles
Net Sales	663.0				663.0
Other income and revenues	16.7				16.7
Value of production	**679.7**				**679.7**
Costs of production	(389.5)				(389.5)
Added value	**290.2**				**290.2**
Personnel costs	(219.6)		0.5		(219.1)
Write-downs of current assets. provisions for contingencies and risks and other provisions	(1.5)				(1.5)
Other operating costs	(5.9)				(5.9)
Gross operating margin	**63.2**				**63.7**
Amortisation and write-downs of goodwill and consolidation differences	(20.8)	20.8			-
Other depreciation and write-downs of fixed assets	(36.9)				(36.9)
EBIT	**5.5**				**26.8**
Net financial charges	(13.7)		(0.5)		(14.2)
Value adjustments and losses on disposal of long-term investments	0.2				0.2
Profit (loss) before extraordinary items and tax	**(8.0)**				**12.8**
Net extraordinary income/(charges)	-				-
Profit (loss) before tax	**(8.0)**				**12.8**
Income Tax for the year	**(6.4)**			(2.1)	**(8.5)**
Profit (loss) for the year	**(14.4)**				**4.3**
Attributable to:					
Group's share	(15.7)	20.8	-	(2.1)	3.0
Minority interests	1.3				1.3

Medium exchange rate at 31/03/2004 : $/Euro 1,25 , CHF/Euro 1,57

(1) Reversal of goodwill amortization and consolidation difference (IAS 38)

(2) Reclass to "Financial charges" of revaluation component (determined according to the article 2120 of the civil code) of accrual to the italian termination benefit plan. Such a revaluataion falls under interest cherges according to IAS 19.

(3) Tax effect on above adjustments

Balance Sheet at March 31st, 2005

(€m)	31.03.2004 Italian Principles	(1)	(2)	31.03.2004 IAS/IFRS Principles
A) Fixed assets				
Intangible	978.1	20.8		998.9
Tangible	498.1			498.1
Financial	22.8			22.8
	1,499.0			**1,519.8**
B) Working capital				
Inventories	80.6			80.6
Trade receivables	58.8			58.8
Other assets	218.4			218.4
Trade payables	(336.1)			(336.1)
Provisions for contingencies and charges	(58.1)			(58.1)
Other current liabilities	(172.7)		(8.5)	(181.2)
	(209.1)			**(217.6)**
C) Capital invested, less current liabilities	**1,289.9**			**1,302.2**
D) Staff leaving entitlement and other medium to long-term liabilities, other than financial liabilities	**(119.9)**			**(119.9)**
E) Net capital invested	**1,170.0**			**1,182.3**
Financed by:				
F) Shareholders' equity				
Group's net equity	253.9	20.8	(8.5)	266.2
Total minority interests	22.6			22.6
	276.5			**288.8**
G) Convertible bonds	**384.9**			**384.9**
H) Medium- to long-term financial debt	**520.9**			**520.9**
I) Current net debt				
Current financial debt	115.6			115.6
Liquid funds and current receivables	(127.9)			(127.9)
	(12.3)			**(12.3)**
Net financial debt (G+H+I)	**893.5**			**893.5**
L) Total as in E) above	**1,170.0**	**20.8**	**(8.5)**	**1,182.3**

(1) Reversal of goodwill amortization and consolidation difference (IAS 38)

(2) Tax effect on above adjustments

Exchange rate at 31/03/2004 : $/Euro 1,22 , CHF/Euro 1,56

3. LIST OF SHAREHOLDINGS AS AT 31 MARCH 2005

Investments accounted for using the full consolidation method

Company name	Head office	Currency	Share capital	% owned	Holding company
Parent company					
Autogrill SpA	Novara	€	132,288,000	57.093	Edizione Holding SpA
Subsidiaries					
Autogrill International Srl	Novara	€	1,000,000	100.000	Autogrill SpA
Aviogrill Srl	Bologna	€	10,000	51.000	Autogrill SpA
Nuova Estral Srl	Novara	€	10,000	100.000	Autogrill SpA
Nuova Sidap Srl	Novara	€	10,000	100.000	Autogrill SpA
Autogrill Austria AG	Gottlesbrunn	€	7,500,000	100.000	Autogrill SpA
Autogrill Deutschland GmbH	Munchen	€	205,000	100.000	Autogrill SpA
Autogrill Espana SA	Madrid	€	1,800,000	100.000	Autogrill SpA
Autogrill Participaciones SL	Madrid	€	6,503,006	100.000	Autogrill Espana SA
Restauracion de Centros Comerciales SA (RECECO)	Madrid	€	108,182.18	85.000	Autogrill Participaciones SL
Retail Airport Finance SLU	Madrid	€	3,600	100.000	Autogrill Espana SA
Autogrill Finance SA	Luxembourg	€	250,000	99.996	Autogrill SpA
Autogrill D.o.o.	Lubjana	SIT	2,100,000	100.000	Autogrill SpA
Autogrill Hellas EPE	Avlona Attikis	€	1,696,350	100.000	Autogrill SpA
Autogrill D.o.o.	Lubjana	SIT	2,100,000.00	100.000	Autogrill SpA
Autogrill Overseas SA	Luxembourg	€	60,650,000	99.999	Autogrill International Srl
Autogrill Europe Nord-Ouest SA	Luxembourg	€	41,300,000	99.999	Autogrill SpA
Autogrill Belgie SA	Antwerpen	€	26,250,000	99.999 0.001	Autogrill Europe Nord-Ouest SA Ac Restaurants & Hotels SA
Ac Arlux SA	Arlon	€	1,258,233	99.998 0.002	Autogrill Belgie SA Ac Restaurants & Hotels SA
Ac Restaurants & Hotels Beheer SA	Antwerpen	€	4,420,000	99.999 0.001	Autogrill Belgie SA Ac Restaurants & Hotels SA
Ac Restaurants & Hotels SA	Luxembourg	€	495,787	99.995 0.005	Autogrill Belgie SA Ac Restaurants & Hotels Beheer SA
Ac Restaurants & Hotels Beteiligungs GmbH, in liquidazione	Niederzissen	€	76,706	95.000 5.000	Ac Restaurants & Hotels SA Ac Holding NV
Ac Restaurants & Hotels Betriebs GmbH, in liquidazione	Niederzissen	€	25,575	100.000	Ac Restaurants & Hotels Beteiligungs GmbH
Autogrill Nederland BV	Breukelen	€	41,371,500	100.000	Autogrill Europe Nord-Ouest SA
Maison Ledeboer BV	Zaandam	€	69,882	100.000	Autogrill Nederland BV
Ac Holding NV	Breukelen	€	136,134	100.000	Maison Ledeboer BV
The American Lunchroom Co BV	Zaandam	€	18,151	100.000	Ac Holding NV
Ac Apeldoorn BV	Apeldoorn	€	45,378	100.000	The American Lunchroom Co BV
Ac Bodegraven BV	Bodegraven	€	18,151	100.000	The American Lunchroom Co BV
Ac Heerlen BV	Heerlen	€	23,142	100.000	The American Lunchroom Co BV
Ac Hendrik Ido Ambacht BV	Hendrik Ido Ambacht	€	15,882	100.000	The American Lunchroom Co BV
Ac Holten BV	Holten	€	34,033	100.000	The American Lunchroom Co BV
Ac Leiderdorp BV	Leiderdorp	€	18,151	100.000	The American Lunchroom Co BV
Ac Meerkerk BV	Meerkerk	€	18,151	100.000	The American Lunchroom Co BV
Ac Nederweert BV	Weert	€	34,033	100.000	The American Lunchroom Co BV
Ac Nieuwegein BV	Nieuwegein	€	18,151	100.000	The American Lunchroom Co BV

Company name	Head office	Currency	Share capital	% owned	Holding company
Ac Oosterhout BV	Oosterhout	€	18,151	100.000	The American Lunchroom Co BV
Ac Restaurants & Hotels BV	Oosterhout	€	90,756	100.000	The American Lunchroom Co BV
Ac Sevenum BV	Sevenum	€	18,151	100.000	The American Lunchroom Co BV
Ac Vastgoed BV	Zaandam	€	18,151	100.000	The American Lunchroom Co BV
Ac Vastgoed I BV	Zaandam	€	18,151	100.000	The American Lunchroom Co BV
Ac Veenendaal BV	Veenendaal	€	18,151	100.000	The American Lunchroom Co BV
Ac Zevenaar BV	Zevenaar	€	57,176	100.000	The American Lunchroom Co BV
Holding de Participations Autogrill Sas	Marseille	€	119,740,888	99.999 0.001	Autogrill Europe Nord-Ouest SA Autogrill SpA
Autogrill Aeroports S.a.S.	Marseille	€	1,368,000	99.999	Holding de Participations Autogrill Sas
Autogrill Coté France Sas	Marseille		31,579,526.40	99.999	Holding de Participations Autogrill Sas
Société Berrichonne de Restauration SA (Soberest)	Marseille	€	288,000	50.005	Autogrill Coté France Sas
Société Bordelaise de Restauration Sas (Soborest)	St. Savin	€	788,000	49.994	Autogrill Coté France Sas
Société de la Porte de Champagne SA (SPC)	Perrogney Les Fontaines	€	153,600	51.900	Autogrill Coté France Sas
Société de Restauration Autoroutière Dromoise SA (SRAD)	Marseille	€	1,136,000	49.996 49.998	Autogrill Coté France Sas SRSRA SA
Société de Restauration de Bourgogne SA (Sorebo)	Marseille	€	144,000	50.000	Autogrill Coté France Sas
Société de Restauration de Troyes-Champagne SA (SRTC)	Marseille	€	1,440,000	69.978	Autogrill Coté France Sas
Société Régionale de Saint Rambert d'Albon SA (SRSRA)	St Rambert d'Albon	€	515,360	50.000	Autogrill Coté France Sas
Volcarest SA	Champs	€	1,050,144	50.000	Autogrill Coté France Sas
Societè de Gestion de Restauration Routieère SG2R S.A.	Nancy	€	879,440	99.994	Autogrill Coté France Sas
SCI Vert Pre Saint Thiebaut	Nancy	€	457.35	96.670 3.330	SG2R S.A. Autogrill Coté France Sas
SARL Toul Mirabelier Hotel TMH	Nancy	€	221,279.72	100.000	SG2R S.A.
SNC TJ2D	Chaudeney Sur Moselle	€	1,000	99.000 1.000	SG2R S.A. Autogrill Coté France Sas
Autogrill Restauration Services Sas	Marseille	€	15,394,500	99.999	Holding de Participations Autogrill Sas
Autogrill Gares Province Sarl	Marseille	€	274,480	100.000	Autogrill Restauration Services Sas
Autogrill Gares Metropoles Sarl	Marseille	€	17,396,850	100.000	Autogrill Restauration Services Sas
Autogrill Gares Lille Snc	Marseille	€	40,000	99.960 0.040	Autogrill Restauration Services Sas Autogrill Gares Metropoles Sarl
Autogrill Schweiz AG	Olten	CHF	10,000,000	100.000	Autogrill Overseas SA
Autogrill Pieterlen AG	Pieterlen	CHF	2,000,000	100.000	Autogrill Schweiz AG
Autogrill Pratteln AG	Pratteln	CHF	3,000,000	95.000	Autogrill Schweiz AG
Autogrill Basel Airport Sas (in liquidazione)	St. Louis	CHF	40,000	100.000	Autogrill Schweiz AG
Restoroute de Bavois SA	Bavois	CHF	2,000,000	70.000	Autogrill Schweiz AG
Restoroute de la Gruyère SA	Avry devant Pont	CHF	1,500,000	54.300	Autogrill Schweiz AG
Vorstatt Egerkingen AG	Egerkingen	CHF	2,000,000	100.000	Autogrill Schweiz AG
Autogrill Group Inc	Bethesda	USD	225,000,000	100.000	Autogrill Overseas SA

Company name	Head office	Currency	Share capital	% owned	Holding company
HMSHost Corp	Bethesda	USD	=	100.000	Autogrill Group Inc
HMSHost Europe Corp	Wilmington	USD	=	100.000	Autogrill Group Inc
HMSHost International Inc	Wilmington	USD	=	100.000	Autogrill Group Inc
HMS Host Tollroads Inc	Bethesda	USD	125,000,000	100.000	HMSHost Corp
Host International Inc	Bethesda	USD	125,000,000	100.000	HMSHost Corp
Sunshine Parkway Restaurants Inc	Bethesda	USD	125,000,000	50.000 50.000	HMSHost Corp Gladieux Corp
Cincinnati Terminal Services Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
Cleveland Airport Services Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
HMS-Airport Terminal Services Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
HMS-Airport Terminal Services	Bethesda	USD	125,000,000	100.000	HMS-Airport Terminal Services Inc
HMS B&L Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
HMS Holdings Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
HMS Host Family Restaurants Inc	Bethesda	USD	125,000,000	100.000	HMS Holdings Inc
HMS Host Family Restaurants LLC	Bethesda	USD	125,000,000	100.000	HMS Host Family Inc
Gladieux Corporation	Bethesda	USD	125,000,000	100.000	HMS Holdings Inc
Host (Malaysia) Sdn Bhd	Kuala Lumpur	MYR	100,000	100.000	Host International Inc
Host Gifts Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
Host International of Canada Ltd	Vancouver	CAD	4,600,000	100.000	Host International Inc
Host International of Canada (RD) Ltd	Toronto	CAD	1	100.000	Host International of Canada Ltd
SMSI Travel Centres Inc	Toronto	CAD	1	100.000	Host International of Canada Ltd
Host International of Kansas Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
Host International of Maryland Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
HMS Host USA Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
Host International (Poland) Sp zo o, in liquidazione	Warsaw	PLN	6,557,600	100.000	HMS Host USA Inc
Host of Holland BV	Haarlemmermeer	€	90,756	100.000	Host International Inc
Horeca Exploitatie Maatschappij Schiphol BV	Schiphol	€	45,378	100.000	Host of Holland BV
Host Services (France) Sas	Paris	€	38,115	100.000	Host International Inc
Host Services Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
Host Services of New York Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
Host Services Pty Ltd	North Cairns	AUD	12	100.000	Host International Inc
Las Vegas Terminal Restaurants Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
Marriott Airport Concessions Pty Ltd	Tullamarine	AUD	999,998	100.000	Host International Inc
Michigan Host Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
Shenzen Host Catering Company Ltd	Shenzen	USD	2,500,000	100.000	Host International Inc
The Gift Collection Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
Turnpike Restaurants Inc	Bethesda	USD	125,000,000	100.000	Host International Inc
AAI Investments Inc	Bethesda	USD	100,000,000	100.000	Autogrill Group Inc
Anton Airfood Inc (AAI)	Washington	USD	1,000	95.000	AAI Investments Inc
AAI Terminal 7 Inc	Washington	USD	1,000	100.000	Anton Airfood Inc
AAI Terminal One Inc	Washington	USD	200	100.000	Anton Airfood Inc
Airport Architects Inc	Washington	USD	1,000	100.000	Anton Airfood Inc

Company name	Head office	Currency	Share capital	% owned	Holding company
Anton Airfood JFK Inc	Washington	USD	1,000	100.000	Anton Airfood Inc
Anton Airfood of Bakersfield Inc, in liquidaz.	Washington	USD	1,000	100.000	Anton Airfood Inc
Anton Airfood of Cincinnati Inc	Washington	USD	1,000	100.000	Anton Airfood Inc
Anton Airfood of Minnesota Inc	Washington	USD	10	100.000	Anton Airfood Inc
Anton Airfood of New York Inc	Washington	USD	1,000	100.000	Anton Airfood Inc
Anton Airfood of North Carolina Inc	Washington	USD	10	100.000	Anton Airfood Inc
Anton Airfood of Ohio Inc	Washington	USD	1,000	100.000	Anton Airfood Inc
Anton Airfood of Rhode Island Inc	Washington	USD	1,000	100.000	Anton Airfood Inc
Anton Airfood of Texas Inc	Washington	USD	100,000	100.000	Anton Airfood Inc
Anton Airfood of Virginia Inc	Washington	USD	1,000	100.000	Anton Airfood Inc
Palm Springs AAI Inc	Washington	USD	1,000	100.000	Anton Airfood Inc
Lee Airport Concession Inc	Washington	USD	1,600	25.000	Anton Airfood Inc
Anton Airfood of Boise, Inc.	Washington	USD	n.d.	100.000	Anton Airfood Inc
Anton Airfood of Tulsa, Inc.	Washington	USD	n.d.	100.000	Anton Airfood Inc
AAI Islip, Inc.	Washington	USD	n.d.	100.000	Anton Airfood Inc
Fresno AAI, Inc.	Washington	USD	n.d.	100.000	Anton Airfood Inc
Anton Airfood of Newark, Inc.	Washington	USD	n.d.	100.000	Anton Airfood Inc
Anton Airfood of Seattle, Inc.	Washington	USD	n.d.	100.000	Anton Airfood Inc

Companies valued at equity

Company name	Head office	Currency	Share Capital	% owned	Holding company
Union Services Sarl	Luxembourg	€	51,000	20.000	Autogrill Europe Nord-Ouest SA
				20.000	Autogrill Overseas SA
				10.000	Autogrill Finance SA
Dewina Host Sdn Bhd	Kuala Lumpur	MYR	250,000	49.000	Host International Inc
HMSC-AIAL Ltd	Aukland	NZD	111,900	50.000	Host International Inc

AUTOGRILL S.P.A.

Registered offices: ***Via Luigi Giulietti, 9***
28100 Novara, Italy
Share capital: ***€ 132,288,000 (fully paid-up)***
Tax code – Company register of Novara: ***03091940266***
CCIAA Novara: ***188902 REA***
VAT number: ***01630730032***

Administrative offices: ***Centro Direzionale Milanofiori,***
Palazzo Z, Strada 5
20089 Rozzano MI, Italy

Media relations: ***Telephone (+39)0248263224***
Fax (+39)0248263614
Investor relations: ***Telephone (+39)0248263246***
Fax (+39)0248263557
Company secretary (to request copies): ***Telephone (+39)0248263393***
Fax (+39)0248263464
Internet site: ***www.autogrill.com***