

Autogrill S.p.A.

Annual Report



2015





Autogrill S.p.A.

2015 Separate Annual Report

(Translated from the original version issued in Italian)



# Boards and officers

## Board of Directors<sup>1</sup>

|                                 |   |
|---------------------------------|---|
| <b>Chairman</b> <sup>2, 3</sup> | Gilberto Benetton   |
| <b>CEO</b> <sup>2, 3, 4</sup>   | Gianmario Tondato Da Ruos <sup>E</sup>  |
| <b>Directors</b>                | Ernesto Albanese <sup>1</sup><br>Tommaso Barracco <sup>5, 1</sup><br>Alessandro Benetton<br>Francesco Umile Chiappetta <sup>6, 1</sup><br>Carolyn Dittmeier <sup>6, 7, 1</sup><br>Massimo Fasanella d'Amore di Ruffano <sup>5, 8, 1</sup><br>Giorgina Gallo <sup>5, 7, 1</sup><br>Gianni Mion <sup>5</sup><br>Stefano Orlando <sup>7, 8, 1, L</sup><br>Paolo Roverato <sup>6, 8</sup><br>Neriman Ülsever <sup>1</sup> |
| <b>Secretary</b>                | Paola Bottero   |

## Board of Statutory Auditors<sup>9</sup>

|   |                                  |
|---|----------------------------------|
| <b>Chairman</b>                           | Marco Rigotti <sup>10</sup>      |
| <b>Standing auditor</b>                   | Antonella Carù <sup>10</sup>     |
| <b>Standing auditor</b>                   | Eugenio Colucci <sup>10</sup>    |
| <b>Alternate auditor</b>                  | Giuseppe Angiolini <sup>10</sup> |
| <b>Alternate auditor</b>                  | Pierumberto Spanò <sup>10</sup>  |
| <b>Independent auditors</b> <sup>11</sup> | Deloitte & Touche S.p.A.         |

1. Elected by the Annual General Meeting of 28 May 2014; in office until approval of the 2016 financial statements
  2. Appointed at the Board of Directors meeting of 28 May 2014
  3. Powers assigned by law and the company's by-laws, particularly legal representation with individual signing authority
  4. Powers of ordinary administration, with individual signing authority, per Board resolution of 28 May 2014
  5. Member of the Strategies and Investments Committee
  6. Member of the Internal Control, Risks and Corporate Governance Committee
  7. Member of the Related Party Transactions Committee
  8. Member of the Human Resources Committee
  9. Elected by the Annual General Meeting of 28 May 2015; in office until approval of the 2017 financial statements
  10. Chartered accountant/auditor
  11. Assignment granted by the Annual General Meeting of 28 May 2015, to expire on approval of the 2023 financial statements
- E Executive director
- I Independent director as defined by the Corporate Governance Code for Listed Companies (version approved in July 2014 by the Corporate Governance Committee and endorsed by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria) and pursuant to Articles 147-ter (4) and 148 (3) of Legislative Decree 58/1998
- L Lead Independent Director

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# 1. Directors' report

**Definitions and symbols**

**Revenue:** in the Directors' report this refers to operating revenue, excluding fuel sales. Costs as a percentage of revenue are calculated on this basis.

**EBITDA:** this is the sum of EBIT (earnings before interest and tax) and depreciation, amortization and impairment losses, and can be gleaned directly from the financial statements, as supplemented by the notes thereto. Because it is not defined in IFRS, it could differ from and therefore not be comparable with EBITDA reported by other companies.

**Capital expenditure:** this excludes investments in non-current financial assets and equity holdings.

**Comparable basis:** this refers to revenue generated only by locations open throughout the comparative period as well as the period under review, without any significant change in products sold or services provided.

**Like-for-like basis:** compares revenue generated by locations open throughout both years.

# 1.1 Operations and strategy

Autogrill S.p.A. conducts food & beverage operations at major travel facilities (motorways, airports and railway stations), where it serves a local and international clientele. To a lesser extent, it also operates high street and shopping center locations and temporary outlets during trade fairs and other events.

Its offerings strongly reflect the local characteristics, with the use of mostly proprietary brands, as well as a more global reach through the use of well-known international brands under license.

The Company's strategy is to ensure steady growth in value through the careful selection of locations, constant product and concept innovation, and the improvement of service with a view to increasing the satisfaction of customers and concession grantors.

Listed on the Milan Stock Exchange, Autogrill S.p.A. heads up the world's leading provider of food & beverage services for people on the move. Through its subsidiaries, it operates in some 30 countries around the world, and is especially active in the United States, Canada, France, Switzerland, Belgium, Germany, the United Kingdom, and Northern Europe.

# 1.2 Performance

## 1.2.1 General business context and traffic trends

In Italy, GDP growth of 0.7% <sup>1</sup> in 2015 marked a reversal of trend with respect to the negative growth rate of the past three years (2012-2014). The unemployment rate showed a slight improvement year-on-year, decreasing by 1.1% <sup>2</sup>.

Motorway traffic in Italy was up by 3.2% <sup>3</sup> for the first nine months of the year, expanding on the recovery that began in 2014 (+0.9%) after three years of declining traffic from 2011 to 2013.

Italian airports enjoyed a 4.5% increase in passenger traffic <sup>4</sup> compared with the previous year. This confirms the growth trend first seen in 2014, after two years of decline (2012-2013).

## 1.2.2 Income statement results

### Condensed income statement <sup>5</sup>

| (€m)   | 2015           | % of revenue  | 2014           | % of revenue  | Change        |
|--|----------------|---------------|----------------|---------------|---------------|
| Revenue  | 986.3          | 100.0%        | 1,027.9        | 100.0%        | -4.0%         |
| Other operating income                           | 66.0           | 6.7%          | 66.6           | 6.5%          | -0.9%         |
| <b>Total revenue and other operating income</b>  | <b>1,052.3</b> | <b>106.7%</b> | <b>1,094.5</b> | <b>106.5%</b> | <b>-3.9%</b>  |
| Raw materials, supplies and goods                | (475.7)        | 48.2%         | (493.0)        | 48.0%         | -3.5%         |
| Personnel expense                                | (270.6)        | 27.4%         | (284.6)        | 27.7%         | -4.9%         |
| Leases, rentals, concessions and royalties       | (161.2)        | 16.3%         | (168.8)        | 16.4%         | -4.5%         |
| Other operating expense                          | (118.8)        | 12.0%         | (120.3)        | 11.7%         | -1.2%         |
| <b>EBITDA</b>                                    | <b>26.0</b>    | <b>2.6%</b>   | <b>27.8</b>    | <b>2.7%</b>   | <b>-6.5%</b>  |
| Depreciation, amortization and impairment losses | (54.4)         | 5.5%          | (50.0)         | 4.9%          | 8.8%          |
| <b>EBIT</b>                                      | <b>(28.4)</b>  | <b>2.9%</b>   | <b>(22.2)</b>  | <b>2.2%</b>   | <b>27.9%</b>  |
| Financial (expense)/income                       | 82.7           | 8.4%          | 64.8           | 6.3%          | 27.6%         |
| Income (expense) from investments                | -              | 0.0%          | (28.3)         | 2.8%          | -100.0%       |
| <b>Pre-tax profit</b>                            | <b>54.3</b>    | <b>5.5%</b>   | <b>14.3</b>    | <b>1.4%</b>   | <b>279.7%</b> |
| Income tax                                       | 5.0            | 0.5%          | 4.7            | 0.5%          | 6.4%          |
| <b>Profit</b>                                    | <b>59.3</b>    | <b>6.0%</b>   | <b>19.0</b>    | <b>1.8%</b>   | <b>212.1%</b> |

1. Source: ISTAT – preliminary estimate

2. Source: ISTAT

3. Source: AISCAT – Provisional data – January-September 2015

4. Source: Assaeroporti, January-December 2015

5. "Revenue" and "Raw materials, supplies and goods" differ from the amounts shown in the income statement primarily because they do not include revenues from the sale of fuel and the related cost the related net amount is classified as "Other operating income" in accordance with Autogrill's protocol for the analysis of figures. This revenue amounts to € 2.1m in 2015 (€ 3.2m in 2014) and the cost to € 2.1m (€ 3.1m the previous year)

## Revenue

Autogrill S.p.A. closed 2015 with revenue amounting to € 986.3m, showing a decrease of 4% compared to the previous year amount of € 1,027.9m. On a like-for-like basis, revenue was up by 0.9% with respect to 2014.

Sales by channel are detailed below:

| (€m)   | 2015         | 2014           | Change       |
|--|--------------|----------------|--------------|
| Motorway   | 733.5        | 772.4          | -5.0%        |
| Airports   | 77.6         | 79.1           | -1.9%        |
| Other channel  | 140.1        | 144.3          | -2.9%        |
| Sales to franchisees, third parties and subsidiaries | 35.1         | 32.1           | 9.3%         |
| <b>Total</b>   | <b>986.3</b> | <b>1.027.9</b> | <b>-4.0%</b> |

In the **motorway** channel, sales decreased from € 772.4m in 2014 to € 733.5m (-5.0%). The trend is explained by the closure of 28 locations due to selective participation in the 2013-2014 bidding season, as Autogrill seeks to optimize its motorway presence. On a like-for-like basis, total sales were in line with the previous year, with a 1.4% increase in primary sales (prepared food & beverage and market). In particular, on a like-for-like basis, prepared food and beverage sales were increased by 1.1%, with a strong performance for café items, snacks and beverages. In the "market" category, food sales increased by 2.7% and non-food increased by 0.6%. Sales of complementary goods were decreased by 2.9% (tobacco products +1.0%, lottery tickets -6.8%).

Revenue in the **airport** channel are equal to € 77.6m and are reduced by 1.9% as compared to € 79.1m of the previous year. The decrease reflects the closure in 2014 of two locations at Naples Capodichino and the consequences of a fire that took place at Rome Fiumicino in May 2015. Performance on a like-for-like basis was positive, with sales growth of 2.3%.

In **other channels**, revenue amounts to € 140.1m, reflecting a decrease of 2.9% with respect to the previous year's € 144.3m, as detailed below:

- **Railway stations:** revenue increased from € 35.6m in 2014 to € 36.7m (+3.2%). On a like-for-like basis the growth rate was 4.0%, driven by Bistrot sales at Milano Centrale.
- **Shopping centers and high streets:** revenue decreased from € 93.5m to € 86.7m (-7.2%), mainly due to the closure of several unprofitable locations in 2014. The decrease on a like-for-like basis was more moderate at -1.9%. A positive contribution was made by the new flagship Milan location, Mercato del Duomo (+2.6%), which re-opened in May 2015 after renovations.
- **Trade fairs and events:** revenue for the year amounts to € 16.7m, increased by 9.1% compared to the previous year amount of € 15.3m, thanks to the higher number of events held at the main channel locations.

## Other operating income

Other operating income amounted to € 66.0m (in line with the previous year) and mainly consists promotional contributions from suppliers.

### Raw materials, supplies and goods

In 2015 the cost of products as a percentage of sales was 48.2%, increased slightly with respect to the previous year (48.0%). The favorable shift in the sales mix towards categories with proportionally lower costs helped offset the higher average price of some raw materials.

### Personnel expense

Personnel expense, amounting € 270.6m in 2015, decreased compared to the amount € 284.6m from the previous year and decreased by 0.3% as a percentage of sales. Within this item, the cost of sales personnel decreased by € 17.1m due to the reduction occurred in locations number and the optimization of hours worked in relation to sales. The average hourly cost also decreased with respect to 2014. Personnel expense at headquarters increased to € 3.1m, mostly for higher provisions in connection with the phantom stock option plans, reflecting the appreciation of Autogrill's stock at the end of the year.

### Leases, rentals, concessions and royalties

These costs amount to € 161.2m in 2015 and there is noted a slight decrease as compared to € 168.8m from the previous year, and were essentially unchanged (-0.1 points) as a percentage of sales. Thanks to the closure of unprofitable locations (high rent and concession fees in relation to sales), it was possible to offset the negative impact of contract renewals at motorway locations resulting from the 2104 bidding season.

### Other operating expense

Other operating expense in 2015 amount to € 118.8m, and are decreased as compared to € 120.3m the previous year. At points of sales, other operating expense decreased by € 4.8m (-0.2 points as a percentage of sales) thanks to the optimization of costs for energy, cleaning and maintenance. At headquarters it increased by € 3.3m, mainly due to a rise in marketing, organizational and strategic consulting fees.

### EBITDA

EBITDA in 2015 amounts to € 26.0m, decreased slightly compared to € 27.8m from the previous year, and this is mainly due to the increase in provisions for the stock option plans and the increase in consulting fees. Regarding the operational management of sales network, efforts to optimize the main cost items such as personnel expense, rent and overheads, has a positive impact to profitability and has compensated the impact of the reduced number of locations.

### Depreciation, amortization and impairment losses

Depreciation, amortization and impairment losses amount € 54.4m in 2015, and have increased compared to € 50.0m in 2014.

Impairment losses of € 5.8m were recognized on property, plant & equipment and intangible assets, compared with € 3.7m from the previous year.

### Financial income and expense

Net financial income amount to € 82.7m in 2015 and have increased compared to € 64.8m in 2014, thanks mainly to the increase in dividends from subsidiaries (from € 81m in 2014 to € 98m in 2015) and the reduction in interest on loans and current account overdrafts due to lower interest rates.

### Adjustments to the value of financial assets

In 2014, this account included impairment losses on the investments in Autogrill Austria A.G., Holding de Partecipations Autogrill S.a.s., Autogrill Polska Sp.zo.o., HMSHost Ireland Ltd., and Autogrill Nederland B.V.

for a total of € 37.5m, and the reversal of the total write-off of the subsidiary Nuova Sidap S.r.l. (€ 9.2m) after the original carrying amount was found to be fully recoverable.

### Income tax

Income tax showed a positive balance of € 5.0m in 2015 (compared with € 4.7m the previous year), mainly due to an increase in deferred tax assets.

### Profit for the year

The year 2015 closed with a net profit of € 59.3m, increased as compared with € 19.0m in 2014, primarily due to higher dividends from subsidiaries and the absence of write-downs on financial assets that had a significant impact on the previous year's results.

## 1.2.3 Reclassified statement of financial position <sup>6</sup>

| (€m)   | 31.12.2015    | 31.12.2014     | Change        |
|--|---------------|----------------|---------------|
| Intangible assets  | 118.6         | 120.6          | (2.0)         |
| Property, plant and equipment                                    | 157.4         | 172.0          | (14.6)        |
| Financial assets   | 566.0         | 572.5          | (6.5)         |
| <b>A) Non-current assets</b>                                     | <b>842.0</b>  | <b>865.1</b>   | <b>(23.1)</b> |
| Inventories  | 65.3          | 56.9           | 8.4           |
| Trade receivables  | 27.0          | 25.7           | 1.3           |
| Other receivables  | 136.2         | 68.4           | 67.8          |
| Trade payables   | (170.9)       | (182.3)        | 11.4          |
| Other payables   | (73.8)        | (81.6)         | 7.8           |
| <b>B) Working capital</b>  | <b>(16.2)</b> | <b>(112.9)</b> | <b>96.7</b>   |
| <b>Invested capital (A + B)</b>                                  | <b>825.8</b>  | <b>752.2</b>   | <b>73.6</b>   |
| <b>C) Other non-current non-financial assets and liabilities</b> | <b>(64.4)</b> | <b>(67.8)</b>  | <b>3.4</b>    |
| <b>D) Assets held for sale</b>                                   | <b>-</b>      | <b>12.3</b>    | <b>(12.3)</b> |
| <b>E) Net invested capital (A + B + C + D)</b>                   | <b>761.4</b>  | <b>696.7</b>   | <b>64.7</b>   |
| <b>F) Equity</b>   | <b>475.7</b>  | <b>391.9</b>   | <b>83.8</b>   |
| Non-current financial liabilities                                | 277.8         | 307.0          | (29.2)        |
| Non-current financial assets                                     | (52.7)        | (62.1)         | 9.4           |
| <b>G) Non-current financial indebtedness</b>                     | <b>225.1</b>  | <b>244.9</b>   | <b>(19.8)</b> |
| Current financial liabilities                                    | 88.8          | 97.1           | (8.3)         |
| Cash and cash equivalents and current financial assets           | (28.2)        | (37.2)         | 9.0           |
| <b>H) Current net financial indebtedness</b>                     | <b>60.6</b>   | <b>59.9</b>    | <b>0.7</b>    |
| Net financial position (G + H)                                   | 285.7         | 304.8          | (19.1)        |
| <b>L) Total (F + G + H) as in E)</b>                             | <b>761.4</b>  | <b>696.7</b>   | <b>64.7</b>   |

6. "B) Working capital" includes the items "III. Other receivables", "IV. Trade receivables", "V. Inventories", "XIII. Trade payables", "XIV. Tax liabilities" and "XV. Other payables"  
 "C) Other non-current non-financial assets and liabilities" include the items "XI. Other receivables", "XVIII. Other payables", "XX. Deferred tax liabilities," "XXI. Post-employment benefits and other employee benefits" and "XXII. Provisions for risks and charges"  
 "Current financial liabilities" are comprised of "XVI. Bank loans and borrowings" and "XVII. Other financial liabilities"  
 "Cash and cash equivalents and current financial assets" include "I. Cash and cash equivalents" and "II. Other financial assets"

The statement of financial position shows an increase in net invested capital with respect to the previous year. The increase in "Other receivables" refers to the € 87,260k (\$ 100m) due from the subsidiary HMSHost Corporation for dividends approved at the end of 2015 and not yet received by the end of the year. The net financial position as at 31 December 2015 has decreased to € 285.7m as compared to € 304.8m from the previous year.

For the year closed as at 31 December 2014, assets held for sale refer to the sale in January 2015 of Autogrill Catering UK Ltd., HMSHost Sweden A.B. and HMSHost Ireland Ltd. to the indirect subsidiary HMSHost International B.V. See the notes to the financial statements for information on the accounting treatment of the intercompany capital gain.

### Capital expenditure

Capital expenditure in 2015 amount to € 41.1m (€ 44.9m in 2014) and are mainly connected with investments on the new Duomo location in Milan, the new airport locations at Fiumicino, and investments in progress at the Arda, TevereOvest, SecchiaOvest and VilloresiOvest rest stops, as well as the upgrading and renovation of existing locations and the routine replacement of obsolete plant, equipment and furnishings.

## 1.2.4 Performance of key subsidiaries

### HMSHost Corporation

Through subsidiaries, this company oversees mostly food & beverage operations in North America, Northern Europe (the Netherlands, the United Kingdom, Finland, Ireland, Sweden and Denmark) and various airports in the Asia/Pacific area, Turkey, India, and Russia.

Through the subsidiary HMSHost International B.V., HMSHost Corporation expanded its perimeter in Northern Europe with the acquisition of Autogrill S.p.A., in January 2015, of Autogrill Catering UK Ltd., HMSHost Sweden A.B. and HMSHost Ireland Ltd.

Revenue by HMSHost Corporation increased by 5.8%, from \$ 2,704.7m in to \$ 2,861.9m in 2015.

EBITDA increased from \$ 308.4m in 2014 to \$ 329.0m (+6.7%) in 2015, and from 11.4% in 2014 to 11.5% in 2015 as a ratio of revenue.

The net profit increased to \$ 103.4m in 2015, from \$ 86.5m the previous year (+19.6%).



## 1.3 Outlook

Total sales as of February 2016 increased by 2.3% as compared to 2015. On a like-for-like basis, total sales increased by 3% and primary sales (food & beverage and market) by 3.3%.

In 2016 Autogrill aims to achieve further sales and margin growth by taking advantage of the recovery in traffic and consumption that emerged in 2015.

### Subsequent events

Since 31 December 2015, no events have occurred that would have entailed an adjustment to the figures reported or required additional disclosures.

## 1.4 Other information

### 1.4.1 Corporate Social Responsibility

In addition to Autogrill's direct operations in Italy, through its subsidiaries it serves food & beverages in about 30 countries around the world.

Because sustainability goals and CSR policies apply to the Autogrill group as a whole, for further information, see section 1.5.1 ("Corporate Social Responsibility") of the consolidated financial statements.

### 1.4.2 Main risks and uncertainties faced by Autogrill

Autogrill is exposed to external risks and uncertainties arising from general economic conditions or those specific to the industry in which it operates, from the financial markets and from frequent changes in legislation, as well as to risks generated by strategic decisions and operating procedures.

For further information, see section 1.5.2 ("Main risks and uncertainties faced by the Autogrill Group") in the consolidated financial statements.

### 1.4.3 Corporate Governance

All information on this subject is included in the Corporate Governance Report, prepared in accordance with art. 123bis of the Consolidated Finance Act and approved by the Board of Directors along with the annual report. It is available at Autogrill's headquarters and secondary office and online at [www.autogrill.com](http://www.autogrill.com) (Governance section).

### 1.4.4 Art. 2497 Civil Code - Management and coordination

At its meeting on 27 April 2004, the Board of Directors decided that there were no conditions whereby Autogrill would be subject to the management and coordination of the indirect parent, Edizione S.r.l. (formerly Edizione Holding S.p.A.), pursuant to Art. 2497 bis of the Italian Civil Code. Following Edizione S.r.l.'s transfer of its entire investment in Autogrill to its wholly-owned subsidiary Schematrentaquattro S.p.A. (formerly Schematrentaquattro S.r.l.), on 18 January 2007 the Board of Directors agreed that there were no conditions whereby Autogrill would be subject to the management and coordination of its parent, Schematrentaquattro S.p.A. Specifically, at those meetings the Board of Directors verified that there were no indicators of effective dominant influence by the controlling shareholders, given Autogrill's extensive managerial, organizational and administrative autonomy and the lack of instructions or directives from Schematrentaquattro S.p.A. or Edizione S.r.l. that might be evidence of direction or coordination.

## 1.4.5 Related party transactions

Transactions with the Company's related parties do not qualify as atypical or unusual and fall within the normal sphere of operations. They are conducted in the interests of Autogrill S.p.A. on an arm's length transactions. See the section "Other information" in the Notes for further information on related party transactions, including the disclosures required by Consob Resolution 17221 of 12 March 2010 (amended with Resolution 17389 of 23 June 2010). The "Procedure for related party transactions" is available online at [www.autogrill.com](http://www.autogrill.com) (Governance/Related parties).

## 1.4.6 Statement pursuant to Art. 2.6.2(8) of the Regulations for Markets Organized and Managed by Borsa Italiana S.p.A.

In respect of Art. 36 of Consob Regulation no. 16191 of 29 October 2007 on conditions for the listing of companies that control entities formed or governed under the laws of countries outside the European Union that are of material significance to the financial statements, we report that two of the company's direct or indirect subsidiaries fall under these provisions (HMSHost Corp. and Host International Inc.), that suitable procedures have been adopted to ensure total compliance with said rules, and that the conditions stated in Art. 36 have been satisfied.

## 1.4.7 Research and development

Considering the nature of its core operations, the company invests in innovation, product development, and improvements to the quality of its services and operating systems. It does not conduct technological research as such.

## 1.4.8 Treasury shares

The annual general meeting of 28 May 2015, after revoking the authorization granted on 28 May 2014 and pursuant to Arts. 2357 *et seq.* of the Italian Civil Code, authorized the purchase and subsequent disposal of ordinary shares up to a maximum of 12,720,000 shares.

At 31 December 2015 Autogrill S.p.A. owned 365,212 treasury shares (870,798 at the end of 2014), with a carrying amount of € 1,446k and an average carrying amount of € 3.96 per share. The decrease in the number of treasury shares is due to the exercise of options under the 2010 Stock Option Plan.

Autogrill S.p.A. does not own equities or other securities representing the share capital of the ultimate parents, and did not at any time during the year, either directly or through subsidiaries, trust companies or other intermediaries.

## 1.4.9 Significant non-recurring events and transactions

In 2015, there were no significant non-recurring events or transactions as defined by CONSOB Resolution 15519 of 27 July 2006 and Consob Communication DEM/6064293 of 28 July 2006.

## 1.4.10 Atypical or unusual transactions

In 2015 there were no atypical and/or unusual transactions as defined by Consob Communication DEM/6064293 of 28 July 2006.

## 1.4.11 Information pursuant to Arts. 70 and 71 of Consob Regulation no. 11971/1999

On 24 January 2013 the Board of Directors of Autogrill S.p.A. voted to take the option provided for by Consob Resolution 18079 of 20 January 2012 that removes the obligation to make available to the public the disclosure documents required by Arts. 70 and 71 of the Listing Rules (Consob Regulation 11971/1999) in the case of significant mergers, demergers, increases in share capital through contributions in kind, acquisitions and transfers.

# 1.5 Annual General Meeting

The Board of Directors, in accordance with Art. 2364(2) of the Italian Civil Code and Art. 21 of the by-laws, has decided to call the Annual General Meeting of shareholders within the extended deadline of 180 days after the end of the business year, in consideration of Autogrill S.p.A.'s needs and obligations relating to the preparation of the consolidated financial statements.

# 1.6 Proposal for approval of the financial statements and allocation of the 2015 profit

Dear Shareholders,

The year ended as at 31 December 2015 closed with a net profit of € 59,347,103.

The Board of Directors recommends that the profit be allocated as follows:

- i. € 30,528,000 to dividends, in the amount of € 0.12 per share;
- ii. € 28,819,103 to retained earnings.

Recommending, for all further details, consultation of the financial statements published and made available according to the protocol set by law, the Board of Directors submits for your approval the following

## motion

The Annual General Meeting of shareholders:

- having examined the 2015 financial statements which close with a net profit of € 59,347,103;
- having noted, based on the Company's 2015 financial statements, that the minimum legal reserve balance required by Italian Civil Code Art. 2430 has been met;
- having acknowledged the reports of the Board of Statutory Auditors and of the independent auditors, Deloitte & Touche S.p.A.;

## hereby decided

- a) to approve the financial statements of Autogrill S.p.A. at and for the year ended 31 December 2015, showing a net profit of € 59,347,103;
- b) to pay a dividend of € 0.12 per dividend-entitled share, for a total distribution of € 30,528,000;
- c) to carry forward the remaining profit of € 28,819,103;
- d) to pay the dividend as from 8 June 2016, with coupon no. 11 going ex-div on 6 June 2016;
- e) to acknowledge that the per-share amount of the dividend specified in letter b) was calculated considering the redistribution of the profit pertaining to the treasury shares held as of the date the draft financial statements are approved by the Board of Directors, and that if the number of treasury shares changes by the dividend payment date, the dividend per share will remain unchanged, while the total amount distributed and the profit carried forward will be altered accordingly.

10 March 2016

The Board of Directors



## 2. Separate financial statements



## 2.1 Separate financial statements

(Statements translated from the original version issued in Italian)

### 2.1.1 Statement of financial position

| Note                          | (€)  | ▼<br>31.12.2015      | Of which<br>related parties | 31.12.2014           | Of which<br>related parties |
|-------------------------------|--|----------------------|-----------------------------|----------------------|-----------------------------|
| <b>ASSETS</b>                 |  |                      |                             |                      |                             |
| I                             | Cash and cash equivalents                            | 22,475,466           |                             | 24,064,150           |                             |
| II                            | Other financial assets                               | 5,769,632            | 5,253,138                   | 19,698,815           | 19,672,445                  |
|                               | Tax assets   | 906,641              |                             | 277,236              |                             |
| III                           | Other receivables                                    | 135,307,933          | 105,400,820                 | 68,134,038           | 23,843,752                  |
| IV                            | Trade receivables                                    | 26,970,949           | 5,898,784                   | 25,674,295           | 4,390,521                   |
| V                             | Inventories  | 65,264,367           |                             | 56,890,097           |                             |
|                               | <b>Total current assets</b>                          | <b>256,694,988</b>   |                             | <b>194,738,631</b>   |                             |
| VI                            | Property, plant and equipment                        | 157,384,560          |                             | 171,964,075          |                             |
| VII                           | Goodwill   | 83,631,225           |                             | 83,631,225           |                             |
| VIII                          | Other intangible assets                              | 34,929,444           |                             | 36,991,039           |                             |
| IX                            | Investments  | 565,965,159          |                             | 565,905,158          |                             |
| X                             | Other financial assets                               | 52,673,614           | 51,104,926                  | 62,074,886           | 53,859,309                  |
| XI                            | Other receivables                                    | 9,115,950            |                             | 9,989,390            |                             |
|                               | <b>Total non-current assets</b>                      | <b>903,699,952</b>   |                             | <b>930,555,773</b>   |                             |
| XII                           | Assets held for sale                                 | -                    |                             | 12,324,497           |                             |
|                               | <b>TOTAL ASSETS</b>                                  | <b>1,160,394,940</b> |                             | <b>1,137,618,901</b> |                             |
| <b>LIABILITIES AND EQUITY</b> |  |                      |                             |                      |                             |
| <b>LIABILITIES</b>            |  |                      |                             |                      |                             |
| XIII                          | Trade payables                                       | 170,870,194          | 32,870,782                  | 182,272,923          | 35,453,651                  |
| XIV                           | Tax liabilities                                      | 2,475,000            |                             | 5,320,108            |                             |
| XV                            | Other payables                                       | 71,282,553           | 7,064,312                   | 76,213,165           | 4,243,631                   |
| XVI                           | Bank loans and borrowings                            | 57,861,856           |                             | 62,307,565           |                             |
| XVII                          | Other financial liabilities                          | 30,923,338           | 30,785,736                  | 34,764,360           | 29,141,447                  |
|                               | <b>Total current liabilities</b>                     | <b>333,412,941</b>   |                             | <b>360,878,121</b>   |                             |
| XVIII                         | Other payables                                       | 8,234,649            |                             | 3,589,878            |                             |
| XIX                           | Loans, net of current portion                        | 277,813,112          |                             | 307,019,963          |                             |
| XX                            | Deferred tax liabilities                             | -                    |                             | 4,094,792            |                             |
| XXI                           | Post-employment benefits and other employee benefits | 59,532,496           |                             | 65,762,223           |                             |
| XXII                          | Provisions for risks and charges                     | 5,742,590            |                             | 4,382,400            |                             |
|                               | <b>Total non-current liabilities</b>                 | <b>351,322,847</b>   |                             | <b>384,849,256</b>   |                             |
| XXIII                         | <b>EQUITY</b>  | <b>475,659,152</b>   |                             | <b>391,891,524</b>   |                             |
|                               | <b>TOTAL LIABILITIES AND EQUITY</b>                  | <b>1,160,394,940</b> |                             | <b>1,137,618,901</b> |                             |



## 2.1.2 Income statement

| Note   | (€)   | ▼<br>2015            | Of which<br>related parties | 2014                 | Of which<br>related parties |
|--------|---|----------------------|-----------------------------|----------------------|-----------------------------|
| XXIV   | Revenue   | 988,491,756          | 20,528,588                  | 1,031,128,824        | 16,821,231                  |
| XXV    | Other operating income                          | 65,981,579           | 6,796,860                   | 66,462,699           | 5,352,051                   |
|        | <b>Total revenue and other operating income</b> | <b>1,054,473,335</b> |                             | <b>1,097,591,523</b> |                             |
| XXVI   | Raw materials, supplies and goods               | 477,819,056          | 4,134,255                   | 495,994,798          | 948,806                     |
| XXVII  | Personnel expense                               | 270,642,709          | 443,210                     | 284,614,025          | 484,420                     |
| XXVIII | Leases, rentals, concessions and royalties      | 161,150,628          | 72,085,838                  | 168,801,240          | 75,825,020                  |
| XXIX   | Other operating expense                         | 118,862,174          | 10,537,241                  | 120,349,800          | 12,255,243                  |
| XXX    | Amortization and depreciation                   | 48,617,197           |                             | 46,347,341           |                             |
| XXXI   | Impairment losses                               | 5,750,443            |                             | 3,687,074            |                             |
|        | <b>Operating loss</b>                           | <b>(28,368,872)</b>  |                             | <b>(22,202,755)</b>  |                             |
| XXXII  | Financial income                                | 100,715,459          | 99,620,553                  | 85,629,772           | 83,323,705                  |
| XXXIII | Financial expense                               | (18,039,337)         | 992,696                     | (20,813,482)         | 1,493,226                   |
| XXXIV  | Impairment losses on financial assets           | -                    |                             | (28,255,547)         |                             |
|        | <b>Pre-tax profit</b>                           | <b>54,307,250</b>    |                             | <b>14,357,988</b>    |                             |
| XXXV   | Income tax                                      | 5,039,853            |                             | 4,681,379            |                             |
|        | <b>Profit for the year</b>                      | <b>59,347,103</b>    |                             | <b>19,039,367</b>    |                             |

## 2.1.3 Statement of comprehensive income

| Note  | (€)  | 2015       | 2014        |
|-------|--|------------|-------------|
|       | <b>Profit for the year</b>   | 59,347,103 | 19,039,367  |
|       | <b>Items of comprehensive income that will not be reclassified to profit or loss</b> | 1,383,777  | (4,824,736) |
| XXVII | Actuarial gains on defined benefit plans   | 2,368,999  | (6,654,808) |
| XXXV  | Tax on items that will not be reclassified to profit or loss                         | (985,222)  | 1,830,072   |
|       | <b>Items that may be subsequently reclassified to profit or loss</b>                 | 2,341,144  | 2,976,855   |
| XXXII | Effective portion of fair value change in cash flow hedges                           | 2,648,498  | 5,047,894   |
| XXXII | Fair value gain on held for sale financial assets                                    | 580,666    | (842,551)   |
| XXXV  | Tax on items that will be subsequently reclassified to profit or loss                | (888,020)  | (1,228,488) |
|       | <b>Total comprehensive income for the year</b>                                       | 63,072,024 | 17,191,486  |

## 2.1.4 Statement of changes in equity

| (€)   | Share capital | Legal reserve | Hedging reserve | Other reserves and retained earnings | Held for sale financial assets reserve | Treasury shares reserve | Profit for the year | Equity      |
|---|---------------|---------------|-----------------|--------------------------------------|--|-------------------------|---------------------|-------------|
| 31.12.2013  | 68,688,000    | 13,737,600    | (5,579,884)     | 190,555,953                          | 261,885                                | (3,982,364)             | 110,401,495         | 374,082,684 |
| <b>Total comprehensive income (expense) for the year</b>                          |               |               |                 |                                      |  |                         |                     |             |
| Profit for the year   | -             | -             | -               | -                                    | -                                      | -                       | 19,039,367          | 19,039,367  |
| Effective portion of fair value change in cash flow hedges, net of the tax effect | -             | -             | 3,659,723       | -                                    | -                                      | -                       | -                   | 3,659,723   |
| Fair value gain on held for sale financial assets                                 | -             | -             | -               | -                                    | (682,868)                              | -                       | -                   | (682,868)   |
| Actuarial gains (losses) on defined benefit plans, net of the tax effect          | -             | -             | -               | (4,824,736)                          | -                                      | -                       | -                   | (4,824,736) |
| <b>Total comprehensive income (expense) for the year</b>                          | -             | -             | 3,659,723       | (4,824,736)                          | (682,868)                              | -                       | 19,039,367          | 17,191,486  |
| <b>Transactions with owners of the parent, recognised directly in equity</b>      | -             | -             | -               | -                                    | -                                      | -                       | -                   | -           |
| Allocation of 2013 profit   | -             | -             | -               | 110,401,495                          | -                                      | -                       | (110,401,495)       | -           |
| Stock option  | -             | -             | -               | 85,798                               | -                                      | 531,556                 | -                   | 617,354     |
| <b>Total contributions by and distributions to owners of the parent</b>           | -             | -             | -               | 110,487,293                          | -                                      | 531,556                 | (110,401,495)       | 617,354     |
| 31.12.2014  | 68,688,000    | 13,737,600    | (1,920,161)     | 296,218,510                          | (420,983)                              | (3,450,808)             | 19,039,367          | 391,891,524 |
| <b>Total comprehensive income (expense) for the year</b>                          |               |               |                 |                                      |  |                         |                     |             |
| Profit for the year   | -             | -             | -               | -                                    | -                                      | -                       | 59,347,103          | 59,347,103  |
| Effective portion of fair value change in cash flow hedges, net of the tax effect | -             | -             | 1,920,161       | -                                    | -                                      | -                       | -                   | 1,920,161   |
| Fair value gain on held for sale financial assets                                 | -             | -             | -               | -                                    | 420,983                                | -                       | -                   | 420,983     |
| Actuarial gains (losses) on defined benefit plans, net of the tax effect          | -             | -             | -               | 1,383,777                            | -                                      | -                       | -                   | 1,383,777   |
| <b>Total comprehensive income (expense) for the year</b>                          | -             | -             | 1,920,161       | 1,383,777                            | 420,983                                | -                       | 59,347,103          | 63,072,024  |
| <b>Transactions with owners of the parent, recognised directly in equity</b>      | -             | -             | -               | -                                    | -                                      | -                       | -                   | -           |
| Allocation of 2014 profit   | -             | -             | -               | 19,039,367                           | -                                      | -                       | (19,039,367)        | -           |
| Stock option  | -             | -             | -               | 101,841                              | -                                      | 2,003,542               | -                   | 2,105,383   |
| Disposal of investments under common control                                      | -             | -             | -               | 18,590,221                           | -                                      | -                       | -                   | 18,590,221  |
| <b>Total contributions by and distributions to owners of the parent</b>           | -             | -             | -               | 37,731,429                           | -                                      | 2,003,542               | (19,039,367)        | 20,695,604  |
| 31.12.2015  | 68,688,000    | 13,737,600    | -               | 335,333,716                          | -                                      | (1,447,266)             | 59,347,103          | 475,659,152 |

## 2.1.5 Statement of cash flows

2. Separate financial statements

| (€)  | 2015                | 2014                |
|--|---------------------|---------------------|
| <b>Opening net cash and cash equivalents</b>   | <b>16,756,585</b>   | <b>12,073,719</b>   |
| Pre-tax profit and net financial expense for the year                                    | (28,368,872)        | (22,202,755)        |
| Amortization, depreciation and impairment losses on non-current assets, net of reversals | 54,367,641          | 50,034,415          |
| (Gain)/losses on disposal of non-current assets  | (2,448,699)         | (2,675,506)         |
| Change in working capital  | (6,524,243)         | (22,790,442)        |
| Net change in non-current non-financial assets and liabilities                           | 3,661,460           | (17,428,285)        |
| <b>Cash flow from operating activities</b>   | <b>20,687,287</b>   | <b>(15,062,573)</b> |
| Taxes (paid)/collected   | 828,594             | (8,983,860)         |
| Net interest paid  | (10,121,878)        | (12,583,093)        |
| <b>Net cash flow from operating activities</b>   | <b>11,394,003</b>   | <b>(36,629,526)</b> |
| Acquisition of property, plant and equipment and intangible assets                       | (41,517,580)        | (39,020,950)        |
| Proceeds from sale of non-current assets   | 6,577,168           | 3,705,600           |
| Net change in investments in subsidiaries  | 30,854,718          | (5,100,000)         |
| Dividends received   | 6,651,802           | 81,551,300          |
| Net change in non-current financial assets   | 5,839,092           | 1,731,961           |
| <b>Net cash flow used in investing activities</b>  | <b>8,405,200</b>    | <b>42,867,911</b>   |
| Net change in intercompany loans and borrowings  | 18,153,779          | 5,888,103           |
| New Non current Borrowings   | 277,360,452         | -                   |
| Repayments of non-current loans  | (308,571,429)       | (32,326,471)        |
| Repayments of current loans, net of new loans  | (20,000,000)        | 25,000,000          |
| Exercise of stock options  | 2,105,383           | 523,180             |
| Other cash flows   | (5,990,363)         | (640,331)           |
| <b>Net cash flow used in financing activities</b>  | <b>(36,942,178)</b> | <b>(1,555,519)</b>  |
| <b>Cash flow for the period</b>  | <b>(17,142,975)</b> | <b>4,682,866</b>    |
| <b>Closing net cash and cash equivalents</b>   | <b>(386,390)</b>    | <b>16,756,585</b>   |

### Reconciliation of net cash and cash equivalent

| (€)  | 2015              | 2014              |
|--|-------------------|-------------------|
| <b>Opening – net cash and cash equivalents – balance as of 1 January 2015 and as of 1 January 2014</b>     | <b>16,756,585</b> | <b>12,073,719</b> |
| Cash and cash equivalents  | 24,064,150        | 25,631,831        |
| Current account overdrafts   | (7,307,565)       | (13,558,112)      |
| <b>Closing – net cash and cash equivalents – balance as of 31 December 2015 and as of 31 December 2014</b> | <b>(386,390)</b>  | <b>16,756,585</b> |
| Cash and cash equivalents  | 22,475,466        | 24,064,150        |
| Current account overdrafts   | (22,861,856)      | (7,307,565)       |

## 2.2 Notes to the financial statements

### 2.2.1 Accounting policies

#### Company operations

Autogrill S.p.A. operates in the food & beverage sector in Italy, and in other countries through its subsidiaries. Most of its business takes place at airports, motorway rest stops and railway stations by way of concession contracts.

Operations in Italy, performed by Autogrill S.p.A. and by its wholly-owned subsidiary Nuova Sidap S.r.l., consist mostly of catering at rest stops along motorways and smaller roads. These units also sell groceries and non-food products, and in some cases (under the management of Nuova Sidap S.r.l.) distribute fuel to the public.

#### General standards

These financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS) published by the International Accounting Standards Board (IASB) and endorsed by the European Union. IFRS means International Financial Reporting Standards including International Accounting Standards (IAS), supplemented by the interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), previously called the Standing Interpretations Committee (SIC).

The financial statements are also compliant with the rules on reporting formats adopted by Consob in accordance with Art. 9 of Legislative Decree 38/2005 and with the other Consob regulations on financial reporting.

The financial statements were prepared on a going-concern basis using the Euro as the functional currency. Unless otherwise specified, the figures in the financial statements and notes are in thousands of Euros (€k).

Below are the accounting standards, amendments and interpretations issued by the IASB and endorsed by the European Union for mandatory adoption in financial statements for years beginning on 1 January 2015:

- Annual improvements to IFRS (2011–2013 cycle);
- Interpretation of IFRIC 21 – Levies;
- The application of the standards and interpretations listed above did not affect the financial statements to an extent requiring mention in these notes.

Below are the accounting standards, amendments and interpretations issued by the IASB and endorsed by the European Union for mandatory adoption in later years that the Company did not choose to apply early in the 2015 financial statements:

- Amendments to IAS 19 Employee benefits: Employee contributions;

- Annual improvements to IFRS (2010–2012 cycle);
- Amendments to IAS 1: Disclosure initiative;
- Annual improvements to IFRS (2012–2014 cycle);
- Amendments to IAS 16 and IAS 38: Clarification of acceptable methods of depreciation and amortization;
- Amendments to IFRS 11: Accounting for acquisitions of interests in joint operations;
- Amendments to IAS 27: Equity method in separate financial statements.

The application of the standards and interpretations listed above is not expected to influence the financial statements to an extent requiring mention in these notes.

Regarding the accounting standard for leases (IFRS 16) approved in February 2016, which will not affect the presentation of leases until 1 January 2019, the company will set up a timely program to analyze its contracts and determine the impact of the new standard.

## Structure, format and content of the separate financial statements

The financial statements are clearly presented and give a true and fair view of the company's financial position, results and cash flows. Formats and standards are constant over time, save for the exceptions mentioned below.

Pursuant to IAS 1(24) and IAS 1(25), the separate financial statements have been prepared on a going concern basis.

In accordance with IAS 1 and IAS 7, the formats used in the 2015 financial statements are as follows:

- Statement of financial position, with assets and liabilities split between current and non-current items;
- Income statement, with costs classified by nature;
- Statement of comprehensive income;
- Statement of changes in equity;
- Statement of cash flows, using the indirect method to determine cash flow from operating activities.

## Accounting policies

The company follows the historical cost principle, except for items that in accordance with IFRS are measured at fair value, as specified in the individual accounting policies below.

### Business combinations

#### Business combinations carried out since 1 January 2008

Since 1 January 2008, Autogrill has followed the rules of IFRS 3 (2008) – Business Combinations to account for the acquisition of companies or businesses.

Autogrill accounts for all business combinations using the acquisition method. The consideration transferred in a business combination includes the fair value, as of the acquisition date, of the assets and liabilities transferred and of the interests issued by the company, as well as the fair value of any contingent consideration and of the incentives included in share-based payments recognized by the acquiree that have to be replaced in the

business combination. If the business combination settles a pre-existing relationship between the Company and the acquiree, the lesser of the settlement amount, as established by contract, and the off-market price of the element is deducted from the consideration transferred and recognized under other costs.

When a business is purchased, the identifiable assets acquired and the identifiable liabilities assumed are measured at their respective acquisition-date fair values.

A contingent liability of the acquiree is assumed in a business acquisition only if this liability represents a current obligation deriving from past events and when its fair value can be reliably measured.

Goodwill arising from the acquisition of a business or the merger of an entity is recognized as an asset and is initially measured as the excess between the consideration transferred and the acquisition-date net amount of the identifiable assets acquired and the identifiable liabilities assumed.

The costs relating to the acquisition are recognized in profit or loss in the period in which the costs are incurred and the services received; the sole exception is for the cost of issuing debt securities or equities.

#### Business combinations carried out from 1 January 2004 to 31 December 2007

Autogrill accounts for all business combinations using the acquisition method. The cost of each combination is determined as the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquiree. Any costs directly attributable to a business combination also form part of its overall cost.

The acquiree's identifiable assets, liabilities and contingent liabilities that can be recognized under IFRS 3 – Business Combinations are posted at their fair value on the date of acquisition.

Goodwill arising from the acquisition of a business or merger of an entity is recognized as an asset and measured initially at cost, i.e., the amount by which the cost exceeds the fair value of the identifiable assets, liabilities and contingent liabilities recognized on acquisition or merger.

#### Business combinations carried out before 1 January 2004

On first-time adoption of IFRS (1 January 2005), the company decided not to apply IFRS 3 – Business Combinations retrospectively to the acquisitions or mergers carried out prior to the date of changeover to IFRS (1 January 2004). Consequently, goodwill arising on acquisitions or mergers occurring prior to that date has been maintained at the previous amount determined under Italian GAAP, subject to measurement and recognition of any impairment losses.

#### Recognition of revenue and costs

Purchases and sales of goods are recognized on transfer of title at fair value, i.e., the price paid or received net of returns, rebates, sales discounts and year-end bonuses.

Revenue is recognized when the risks and the benefits connected to ownership of the goods are transferred to the buyer, recovery of the consideration is probable, the associated costs or possible return of the goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of the revenue can be accurately measured. If it is probable that discounts will be granted and the amount can be measured reliably, the discount is charged as a reduction of revenue when the sale is recognized.

The transfer of the risks and benefits varies with the type of sale made. In the case of a retail sale, the transfer generally takes place when the goods are delivered and the consumer has paid the consideration asked. In the instance of wholesale transactions, the transfer usually coincides with the arrival of the products in the client's warehouse.

Service revenue and costs are recognized according to the stage of completion at year end. Stage of completion is determined according to measurements of the work performed. When the services covered under a single contract are provided in different years, the consideration will be broken down by service provided on the basis of the relative fair value.

When the Company is acting as an agent and not as a principal in a sales transaction, the revenue recognized is the net amount of the Company's premium or commission.

Recoveries of costs borne on behalf of third parties are recognized as a deduction from the related cost.

### Recognition of financial income and expense

Financial income includes interest on invested liquidity (including financial assets held for sale), dividends approved, proceeds from the transfer of financial assets held for sale, fair value changes in financial assets recognized in profit or loss, income arising from a business combination due to the remeasurement at fair value of the interest already held, gains on hedging instruments recognized in profit or loss, and the reclassification of net gains previously recognized in other comprehensive income. Interest income is recognized on an accruals basis using the effective interest method. Dividends receivable are recognized when the Company's right to receive them is established.

Financial expense includes interest on loans, the release of discounting on provisions and deferred income, losses from the transfer of financial assets held for sale, fair value changes in financial assets recognized in profit or loss and in contingent consideration, impairment losses on financial assets (other than trade receivables), losses on hedging instruments recognized in profit or loss, and the reclassification of net losses previously recognized in other comprehensive income.

Net foreign exchange gains or losses on financial assets/liabilities are shown under financial income and expense on the basis of the net gain or loss produced by foreign currency transactions.

### Employee benefits

All employee benefits are recognized and disclosed on an accruals basis.

The Company provides for post-employment benefits through defined-contribution and/or defined-benefit plans.

Post-employment benefit plans are formalized and non-formalized agreements whereby the Company provides post-employment benefits to one or more employees.

Defined-contribution plans are post-employment benefit plans under which the Company pays pre-determined contributions to a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions should the fund have insufficient assets to pay all benefits to employees.



Defined benefit plans are post-employment benefit plans other than defined contribution plans.

Defined benefit plans may be unfunded or entirely or partly funded by contributions paid by the employer, and sometimes by the employee, to a company or fund which is legally separate from the company that pays the benefits.

The amount accrued is projected forward to estimate the amount payable on termination of employment and is then discounted using the projected unit credit method, to account for the time that will elapse before actual payment occurs.

The liability is recognized in the accounts net of the fair value of any plan assets. If the calculation generates a benefit for the Company, the amount of the asset recognized is limited to the sum of any unrecognized cost for previous employment and the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. To establish the present value of these economic benefits, the minimum funding requirements applicable to any Company plan are considered. An economic benefit is available to the Company when it can be realized throughout the duration of the plan or upon settlement of the plan liabilities. Actuarial valuations are made by actuaries outside the Company. Actuarial gains and losses from experience adjustments and changes in actuarial assumptions are recognized in the statement of comprehensive income.

Due to changes in the system of post-employment benefits (*trattamento di fine rapporto* or TFR) brought about by Law 296 of 27 December 2006 and by the decrees and regulations issued in early 2007 (the "Social security reform"):

- TFR accrued at 31 December 2006 is treated as a defined benefit plan in accordance with IAS 19. The benefits promised to employees in the form of TFR, which are paid upon termination of service, are recognized in the period in which the right vests;
- TFR accrued from 1 January 2007 is treated as a defined contribution plan, so contributions accrued during the period are fully recognized as costs. The portion not yet paid into the funds is listed under current liabilities ("Other payables").

### Share-based payments

In the case of share-based payment transactions settled with equity instruments of the company, the grant-date fair value of the options granted to employees is recognized in personnel expense with a corresponding increase in equity ("Other reserves and retained earnings"), over the period in which the employees become unconditionally entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of incentives (options) for which the related service and non-market conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that will definitively vest. Likewise, when estimating the fair value of the options granted, all non-vesting conditions must be considered. There is no true-up for differences between expected and actual conditions. In the case of cash-settled share-based payment transactions (or those settled with equity or other financial instruments of a different entity), the fair value of the amount payable to employees is recognized as an expense with a corresponding increase in liabilities over the period that the employees become unconditionally entitled to payment. The liability is remeasured at each reporting date and at settlement date based on the fair value of the share appreciation rights. Any changes in the liability are recognized as employee benefit expenses in the income statement.

## Income tax

Tax for the year is the sum of current and deferred taxes recognized in the profit or loss for the year, with the exception of those recognized directly in equity or in other comprehensive income.

Current tax is calculated on taxable income for the year. Taxable income differs from the result reported in the income statement because it excludes costs and income that will be deducted or taxed in other years, as well as items that will never be deducted or taxed. Current tax liabilities are determined using the tax rates in effect (on an official or de facto basis) on the reporting date.

For the three-year period 2013–2015, Autogrill S.p.A. has joined the domestic tax consolidation scheme of the ultimate parent Edizione S.r.l. as permitted by the Consolidated Income Tax Act. The tax consolidation rules governing the participating Edizione group companies provide for payment in full of the amount corresponding to the IRES (corporate tax) rate times the transferred profits or the losses if effectively utilized in accordance with tax law, as well as the transfer of any tax assets. The net current tax asset or liability for the year, in respect of IRES only, is therefore recognized as a receivable or payable due from/to Edizione S.r.l. and is therefore not shown under tax assets or liabilities but under “Other receivables” or “Other payables.”

Deferred tax liabilities are generally recognized for all taxable temporary differences, while deferred tax assets, arising from deductible temporary differences and losses carried forward, are recognized and maintained in the financial statements to the extent that future taxable income is likely to be earned allowing use of those assets. Specifically, the carrying amount of deferred tax assets is reviewed at each reporting date based on the latest forecasts as to future taxable income.

Deferred tax assets and liabilities are not recognized if the temporary differences arise from the initial recognition of goodwill or, for transactions other than business combinations, of other assets or liabilities in transactions that have no influence either on accounting profit or on taxable income.

Deferred tax liabilities are recognized on taxable temporary differences relating to equity investments in subsidiaries, associates or joint ventures, unless the Company is able to monitor the reversal of the temporary differences and they are unlikely to be reversed in the foreseeable future.

Deferred tax assets and liabilities are measured using the tax rate expected to apply at the time the asset is realized or the liability is settled, taking account of the tax rates in force at the close of the year.

Current and deferred tax assets and liabilities are offset when there is a legal right to do so and when they pertain to the same tax authorities.

## Non-current assets

### Goodwill

Goodwill arising from the acquisition of subsidiaries is shown separately in the statement of financial position.

Goodwill is not amortized, but is subject to impairment testing on a yearly basis or when specific events or changed circumstances indicate the possibility of a loss in value. After its initial recognition, goodwill is measured at cost net of any accumulated impairment losses.

Upon the sale of a company or part of a company whose previous acquisition gave rise to goodwill, account is taken of the residual value of the goodwill in determining the capital gain or loss from the sale.

#### Other intangible assets

Other intangible assets are recognized at purchase price or production cost, including ancillary charges, and amortized over their useful life when it is likely that use of the asset will generate future economic benefits.

The Company reviews the estimated useful life and amortization method of these assets at each year end and whenever there is evidence of possible impairment losses.

If impairment losses arise – determined in accordance with the section “Impairment losses on assets” – the asset is impaired accordingly.

The following are the amortization periods used for the various kinds of intangible assets:

| <b>Concessions, licenses, trademarks and similar rights:</b> |  |
|--|--|
| Software licenses  | 3 - 6 years                            |
| License to sell state monopoly goods                         | Term of license                        |
| Brands   | 20 years                               |
| <b>Other:</b>  |  |
| Software   | 3 - 6 years                            |
| Other costs to be amortised                                  | 5 years or term of underlying contract |

#### Property, plant and equipment

Property, plant and equipment are recognized when it is probable that use of the asset will generate future benefits and when the cost of the asset can be reliably determined.

They are stated at purchase price or production cost, including ancillary charges and direct or indirect costs according to the share that can reasonably be attributed to the asset.

On transition to IFRS, any revaluations carried out in accordance with monetary revaluation laws were maintained in the financial statements as they are consistent with IFRS 1.

Property, plant and equipment are depreciated on a straight-line basis at rates deemed to reflect their estimated useful lives. The Company systematically reviews the useful life of each asset at every year end. Cost includes reasonably estimated expenses (if compatible with IAS 37) that are likely to be incurred on expiry of the relevant contract to restore the asset to the contractually agreed condition, assuming that maintenance will continue to be carried out properly and with the usual frequency. Components of significant value (in excess of € 500k) or with a different useful life (50% longer or shorter than that of the asset to which the component belongs) are considered separately when determining depreciation.

The following are the amortization periods used for the various kinds of tangible assets:

|                                     |            |
|-------------------------------------|------------|
| Industrial buildings                | 33 years   |
| Plant and machinery                 | 3–12 years |
| Industrial and commercial equipment | 3–5 years  |
| Other                               | 5–8 years  |
| Furniture and fittings              | 5–10 years |
| Motor vehicles                      | 4 years    |

Land is not depreciated.

For "Assets to be transferred free of charge", these rates, if higher, are replaced by those corresponding to the term of the concession contract.

An asset's useful life is reviewed annually, and is changed when maintenance work during the year has involved enhancements or replacements that materially change its useful life.

Regardless of depreciation already recognized, if there are impairment losses (determined as described under "Impairment losses on non-financial assets"), the asset is impaired accordingly.

Costs incurred to enhance and maintain an asset that produce a material and tangible increase in its productivity or safety or extend its useful life are capitalized and amortized over the asset's useful life. Routine maintenance costs are taken directly to the income statement.

Leasehold improvements are included in property, plant and equipment on the basis of the type of cost incurred. They are depreciated over the asset's residual useful life or the term of the contract, whichever is shorter.

The gain or loss from the sale of property, plant or equipment is the difference between the net proceeds of the sale and the asset's carrying amount, and is recognized under "Other income" or "Other operating expense."

#### Leased assets

Lease contracts are classified as finance leases if the terms of the contract are such to transfer all risks and benefits of ownership to the lessee. All other lease contracts are treated as operating leases.

Assets acquired under finance leases are recognized at fair value as of the commencement date of the contract less ancillary charges and any expenses for replacing another party in the lease, or, if lower, at the present value of the minimum payments due under the contract. The corresponding liability to the lessor is charged to "Other financial liabilities." Lease payments are divided into principal and interest, using a constant interest rate for the full duration of the contract. Financial expense is recognized in the income statement.

Operating lease payments are calculated over the term of the lease. Benefits received or to be received, and those given or to be given, as incentives for taking out operating leases are also recognized on a straight-line basis for the entire duration of the lease (see section 2.2.8 – Operating leases).

#### Investments

Pursuant to IFRS 10, subsidiaries are companies for which the investor is exposed to or has rights to variable returns and is able to affect those returns through power over these investees.

Investments in subsidiaries are measured at cost adjusted for impairment losses, as described below.

#### Impairment losses and reversals on non-financial assets

At each balance sheet date, the Company tests whether there are internal or external indicators of impairment or reversal of impairment for its property, plant and equipment, intangible assets, investments, and non-current loans granted to the latter. If so, the recoverable amount of the assets is estimated to determine any impairment loss or reversal. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs; a cash-generating unit is a group of assets that generates cash flows broadly independent from other assets or groups

of assets. With regard to property, plant and equipment used in the sales network, this minimum aggregation unit is the point of sale or points of sale covered by a single concession agreement.

Goodwill and assets under development are tested for impairment at each year end and any time there is evidence of possible impairment.

The cash generating units to which goodwill has been allocated are grouped so that the level of detection of impairment reflects the most detailed level at which goodwill is monitored for internal reporting purposes in the country to which the goodwill refers. Goodwill acquired in a business combination is allocated to the cash-generating units expected to benefit from the synergies of the combination.

The recoverable amount is the higher of market value (fair value less costs to sell) and value in use. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Because the fair value of investments in subsidiaries cannot be readily determined, their recoverable amount is taken as their estimated value in use, calculated by discounting the cash flows associated with their forecast results.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, it is reduced to the recoverable amount. Impairment losses are recognized in the income statement.

Impairment losses on cash-generating units are first deducted from the carrying amount of any goodwill attributed to the unit; any remainder is deducted from the other assets of the unit (or group of units) in proportion to their carrying amount.

If the reason for the impairment loss no longer exists, the asset or cash-generating unit is reversed to the new estimate of recoverable amount (except in the case of goodwill), which may not exceed the carrying amount net of depreciation/amortization that the asset would have had if the impairment loss had not been charged. The reversal of impairment is taken to the income statement.

#### Assets/liabilities held for sale

Non-current assets are classified as held for sale if their carrying value has been or will be recovered mainly through their sale and not through continued use. Once an asset/liability is classified as held for sale, it is recognized at the lower of carrying value and fair value net of costs to sell.

Non-current assets held for sale are shown in the statement of financial position separately from other assets/liabilities and are not offset.

#### Current assets and current & non-current liabilities

##### Inventories

Inventories are recognized at the lower of purchase or production cost and market value. Purchase or production cost includes directly attributable expenses, net of discounts, rebates, annual bonuses and similar contributions from suppliers, and is calculated using the FIFO method or with criteria that approximate FIFO. When the carrying value of inventories is higher than their net realizable value, they are written-down and an impairment loss is charged to the income statement. The recoverability of inventories is tested at the end of each year. If the reasons for the impairment loss cease to apply, they are reversed to an amount not exceeding purchase or production cost.

## Financial assets and liabilities

### Trade and other receivables

Trade receivables and other receivables are initially recognized at fair value, and subsequently at amortized cost using the effective interest method. They are reduced by estimated impairment losses.

In accordance with IAS 39, factored receivables are derecognized if the contract entails the full transfer of the associated risks and rewards (contractual rights to receive cash flows from the asset). The difference between the carrying value of the asset transferred and the amount received is recognized in the income statement under financial expense.

With respect to what was originally published in the 2014 financial statements, for the sake of clarity, receivables and payables relating to promotional contributions and premiums from suppliers have been offset under "Other receivables" and "Trade payables" in the amount of € 24,819k.

### Other financial assets

"Other financial assets" are recognized or derecognized on the transaction date and are initially measured at fair value, including direct transaction costs.

Subsequently, the financial assets that the Company has the intention and capacity to hold to maturity (held to maturity investments) are measured at amortized cost net of impairment losses.

Financial assets held for sale are initially recognized at fair value plus any directly attributable transaction costs. After first-time recognition they are carried at fair value, and any changes in fair value, other than impairment losses, are recognized as other comprehensive income and presented in the fair value reserve. When a financial asset is derecognized, the cumulative loss or gain is reclassified from other comprehensive income to profit (loss) for the year, in the form of financial income and expense.

Financial assets other than those held to maturity are classified as held for trading or held for sale and are measured at each year end at fair value. If the financial assets are held for trading, gains and losses arising from changes in fair value are recognized in that year's income statement under financial income and expense.

### Cash and cash equivalents

Cash and cash equivalents include cash and current accounts with banks and post offices, demand deposits, and other highly liquid short-term financial investments (maturity of three months or less on the acquisition date) that are immediately convertible to cash; they are stated at face value as they are not subject to significant impairment risk.

### Loans and borrowing and bank overdrafts

Interest-bearing loans and bank account overdrafts are initially recognized at fair value taking account of the amounts received, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method.

### Trade payables

Trade payables are initially recognized at fair value (normally the same as face value) net of discounts, returns and billing adjustments, and subsequently at amortized cost, if the financial effect of payment deferral is material.

### Derivative financial instruments and hedge accounting

Autogrill's liabilities are exposed primarily to financial risks due to changes in interest and exchange rates.

To manage these risks the Company uses financial derivatives, mainly in the form of interest rate swaps, forward rate agreements, interest rate options, and combinations of these. Company policy is to convert part of floating-rate debt into fixed-rate. The use of derivatives is governed by Company policies approved by the Board of Directors, which establish precise written procedures concerning the use of derivatives in accordance with Autogrill's risk management strategies. Derivative contracts have been entered into with counterparties deemed to be financially solid, with the aim of reducing default risk to a minimum. The Company does not use derivatives for purely trading purposes, but rather to hedge identified risks.

For further information see the policy described in section 2.2.5 - "Financial risk management."

In accordance with IAS 39, derivative financial instruments qualify for hedge accounting only if: (i) at the inception of the hedge there is formal designation and documentation of the hedging relationship, and the hedge is assumed to be effective; (ii) effectiveness can be reliably measured; (iii) the hedge is effective throughout the financial reporting periods for which it was designated.

All derivative financial instruments are initially measured at fair value, with the related transaction costs recognized in profit or loss when incurred. They are subsequently carried at fair value. More specifically, the fair value of forward exchange contracts is based on the listed market price, where available. If a listed market price is not available, then fair value is estimated by discounting the difference between the contractual forward price and the current spot rate for the residual maturity of the contract using a risk-free interest rate (based on government securities) of the country/currency of the instrument's user.

For interest rate swaps, fair value is determined using the cash flows estimated on the basis of the conditions and remaining life of each contract, and according to the year-end market interest rates of comparable instruments.

Fair value changes are measured as described below.

When financial instruments qualify for hedge accounting, the following rules apply:

- **Fair value hedge:** if a derivative financial instrument is designated as a hedge against changes in the fair value of a recognized asset or liability attributable to a particular risk that may affect profit or loss, the gain or loss arising from subsequent fair value accounting of the hedge is recognized in the income statement. The gain or loss on the hedged item attributable to the hedged risk adjusts its carrying amount and is taken to profit or loss.
- **Cash flow hedge:** if a financial instrument is designated as a hedge against exposure to variations in the future cash flows of a recognized asset or liability or a forecast transaction that is highly probable and could affect profit or loss, the effective portion of the gain or loss on the financial instrument is recognized in comprehensive income and presented in the "hedging reserve" under equity. The cumulative gain or loss is reversed from comprehensive income and recognized in profit or loss in the same year in which the economic effect of the hedged transaction is recognized. Fair value gains and losses associated with a hedge (or part of a hedge) which has become ineffective are recognized in the income statement immediately. If a hedge or a hedging relationship is terminated, but the hedged transaction has not yet taken place, the gains or losses accrued up to that time in the statement of comprehensive income are reclassified to profit or loss as soon as the transaction occurs. If the transaction is no longer expected to take place, the gains or losses not yet realised that have been included in comprehensive income are reclassified immediately to profit or loss.

If hedge accounting does not apply, the gains or losses arising from measurement at fair value of the financial derivative are immediately recognized in the income statement.

#### Provisions for risks and charges

Provisions are recognized when the Company has a present obligation as a result of a past event and will likely have to use resources in order to produce economic benefits that satisfy that obligation, and when the amount of the obligation can be reliably determined. Provisions are based on the best estimate of the cost of fulfilling the obligation as of the reporting date, and when the effect is material, are discounted to their present value.

An onerous contracts provision is recognized when the unavoidable costs necessary to fulfil the obligations of a contract are greater than the economic benefits the Company can expect to obtain there from. The provision is measured at the present value of the lower of the cost of terminating the contract and the net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment losses on the assets associated with the contract.

A provision for restructuring is recognized when the Group has approved a detailed and formal restructuring plan, and the restructuring has either commenced or been publicly announced. Future operating costs are not provided for.

#### Share capital and purchase of treasury shares

The share capital is comprised wholly of ordinary shares, which form part of equity.

Costs directly attributable to the issue of ordinary shares are deducted from net equity, net of the tax effects.

If treasury shares are purchased, the amount paid - including directly attributable expenses and net of tax effects - is deducted from equity. The shares thus purchased are classified as treasury shares and reduce the amount of shareholders' equity. The amount received from the subsequent disposal of the treasury shares is added back to equity. Any positive or negative difference from the transaction is transferred to or from retained earnings.

#### Foreign currency transactions

Transactions in foreign currencies are converted into the functional currency at the exchange rate in effect on the transaction date. Foreign currency assets and liabilities are converted at the year end exchange rate. Exchange gains and losses arising from the conversion are recognized in the income statement under financial income and expense.

#### Use of estimates

The preparation of the separate financial statements and notes requires management to make estimates and assumptions that affect the carrying amounts of assets, liabilities, costs and income and the disclosure about contingent assets and liabilities at year end. Actual results may differ. Estimates are used to determine the fair value of financial instruments, allowances for impairment and inventory obsolescence, depreciation, amortization, impairment losses and reversals, employee benefits, tax, and provisions for risks and charges. Estimates and assumptions are periodically reviewed and the effect of any change is immediately taken to the income statement of the years to which the changes pertain. The estimation criteria used for these financial statements are the same as those followed the previous year.



## 2.2.2 Notes to the statement of financial position

### Current assets

#### I. Cash and cash equivalents

In detail:

| (€k)                          | 31.12.2015    | 31.12.2014    | Change         |
|-------------------------------|---------------|---------------|----------------|
| Bank and post office deposits | 2,205         | 1,023         | 1,182          |
| Cash and equivalents on hand  | 20,270        | 23,041        | (2,771)        |
| <b>Total</b>                  | <b>22,475</b> | <b>24,064</b> | <b>(1,589)</b> |

“Bank and post office deposits” consist mainly of current accounts.

“Cash and equivalents on hand” include cash floats at stores and amounts in the process of being credited to bank accounts. The amount may vary depending on the frequency of pick-ups for deposit, which are generally handled by specialized carriers.

The statement of cash flows presents the various sources and uses of cash that contributed to the change in this item.

#### II. Other financial assets

Other financial assets are as follows:

| (€k)  | 31.12.2015   | 31.12.2014    | Change          |
|---|--------------|---------------|-----------------|
| Financial receivables from subsidiaries         |              |               |                 |
| Autogrill Austria A.G.                          | 1            | 4             | (3)             |
| Autogrill Belux N.V.                            | 60           | -             | 60              |
| Autogrill Deutschland GmbH                      | 68           | 68            | -               |
| Autogrill Hellas E.p.E.                         | 1,372        | 1             | 1,371           |
| Nuova Sidap S.r.l.                              | 3,634        | 345           | 3,289           |
| Holding de Participations Autogrill S.a.s.      | 36           | 133           | (97)            |
| Autogrill Nederland B.V.                        | 81           | 6             | 75              |
| Autogrill Polska Sp.zo.o.                       | 2            | 9             | (7)             |
| Autogrill Catering UK Ltd.                      | -            | 19,107        | (19,107)        |
| Fair value of exchange rate hedging derivatives | 516          | 26            | 490             |
| <b>Total</b>                                    | <b>5,770</b> | <b>19,699</b> | <b>(13,929)</b> |

“Financial receivables from subsidiaries” consist of loans and interest accrued.

The principal changes with respect to the previous year are due to:

- the increase in the short-term cash pooling arrangement with the subsidiary Nuova Sidap S.r.l.;
- repayment of the loan granted to Autogrill Catering UK Ltd. in January 2015, further to the company's sale to Host International BV, a subsidiary of HMSHost Corporation;
- the reclassification from other non-current financial assets of the loan to Autogrill Hellas E.p.E., maturing in July 2016.

"Fair value of exchange rate hedging derivatives" refers to the fair value measurement of the derivatives entered into to hedge currency risk in relation to the forward currency sale in Polish zloty with a notional amount of Pln 9.3m (€ 2.2m), in connection with the intercompany loan of € 2.3m listed under other financial assets.

### III. Other receivables

"Other receivables" are presented in detail below:

| (€k)                                   | 31.12.2015     | 31.12.2014    | Change        |
|--|----------------|---------------|---------------|
| Suppliers                              | 15,177         | 22,175        | (6,998)       |
| Lease and concession advance payments  | 4,200          | 5,818         | (1,618)       |
| Inland revenue and government agencies | 4,786          | 11,582        | (6,796)       |
| Receivables from credit card companies | 275            | 217           | 58            |
| Personnel                              | 282            | 282           | -             |
| Receivables from subsidiaries          | 90,104         | 7,679         | 82,425        |
| Other                                  | 20,484         | 20,381        | 103           |
| <b>Total</b>                           | <b>135,308</b> | <b>68,134</b> | <b>67,174</b> |

"Suppliers" refers mainly to amounts receivable for promotional contributions and supplier premiums awaiting settlement, as well as advances for services to be received. The difference is explained by dynamics in the settlement of premiums.

"Inland revenue and government agencies" consists of a VAT receivable of € 4,167k. The decrease is explained by the non-recourse factoring of a VAT receivable of € 6,542k in December 2015.

"Due from subsidiaries" refers mainly to the € 87,260k (\$ 100m) due from HMSHost Corporation for dividends approved at the end of 2015 and not yet received by the end of the year. The amount is shown net of withholding tax and was received in full in January 2016.

The heading "Other" mainly includes:

- € 12,467k for the IRES (corporate income tax) refund due as a result of art. 2 of Decree Law 201/2011, which recognized the deductibility of IRAP (regional tax) pertaining to personnel expense paid from 2007 to 2011;

- € 1,704k for the IRES refund for the deduction from taxable income of the portion of IRAP concerning personnel expense paid from 2004 to 2007 (Law 185/2008). The remaining amount due was received in January 2016;
- € 288k for taxes withheld in 2014 and transferred to the consolidating company and ultimate parent, Edizione S.r.l. In accordance with the tax consolidation rules, the amount will be reimbursed after their use.

#### IV. Trade receivables

Trade receivables of € 26,971k at 31 December 2015 are presented below:

| (€k)                     | 31.12.2015    | 31.12.2014    | Change       |
|--------------------------|---------------|---------------|--------------|
| Third parties            | 22,979        | 22,971        | 8            |
| Disputed receivables     | 4,867         | 4,487         | 380          |
| Due from subsidiaries    | 4,425         | 3,023         | 1,402        |
| Allowance for impairment | (5,300)       | (4,807)       | (493)        |
| <b>Total</b>             | <b>26,971</b> | <b>25,674</b> | <b>1,297</b> |

“Third parties” refers mainly to catering service agreements and accounts with affiliated companies. The latter, amounting to € 5,905k at the close of the year, are secured by bank guarantees totaling € 3,877k.

“Disputed receivables” are accounts being pursued through the courts.

“Due from subsidiaries” relate to trade transactions with Group companies, specifically for the sale of goods and services to the subsidiary Nuova Sidap S.r.l.

The “Allowance for impairment” changed as follows:

| (€k)  |              |
|---|--------------|
| <b>Allowance for impairment at 31.12.2014</b> | <b>4,807</b> |
| Accruals                                      | 792          |
| Utilizations                                  | (299)        |
| <b>Allowance for impairment at 31.12.2015</b> | <b>5,300</b> |

Net allocations of € 792k (€ 435k in 2014) reflect the impairment of receivables involved in insolvency proceedings.

Utilizations, amounting to € 299k, refer to the settlement of disputes during the year against which bad debt provisions had been made in the past.

## V. Inventories

Inventories consist of:

| <b>(€k)</b>  | <b>31.12.2015</b> | <b>31.12.2014</b> | <b>Change</b> |
|--|-------------------|-------------------|---------------|
| Food & Beverage items                                | 34,278            | 30,167            | 4,111         |
| State monopoly goods, lottery tickets and newspapers | 29,487            | 25,204            | 4,283         |
| Fuel and lubricants                                  | 2                 | 65                | (63)          |
| Sundry merchandise and other items                   | 1,497             | 1,454             | 43            |
| <b>Total</b>   | <b>65,264</b>     | <b>56,890</b>     | <b>8,374</b>  |

and are shown net of the provision for inventory write-down, which changed as follows:

| <b>(€k)</b>                  |              |
|------------------------------|--------------|
| <b>Balance at 31.12.2014</b> | <b>185</b>   |
| Accruals                     | 827          |
| Utilizations                 | -            |
| <b>Balance at 31.12.2015</b> | <b>1,012</b> |

The increase in "Food & beverage items" reflects a slightly different seasonal pattern for purchasing with respect to the previous year.

The increase in "State monopoly goods, lottery tickets and newspapers" is due in part to a different trend in the purchasing of monopoly goods (instant lottery tickets) at the close of the year.

The provision for inventory write-down increased due to different strategies for the disposal of slow-moving goods.

## Non-current assets

### VI. Property, plant and equipment

As follows:

| (€k)  | 31.12.2015     | 31.12.2014     | Change          |
|---|----------------|----------------|-----------------|
| Land and buildings                                | 29,129         | 31,439         | (2,310)         |
| Leasehold improvements                            | 47,134         | 38,562         | 8,572           |
| Plant and machinery                               | 8,403          | 10,515         | (2,112)         |
| Industrial and commercial equipment               | 29,390         | 32,812         | (3,422)         |
| Assets to be transferred free of charge           | 26,536         | 33,000         | (6,464)         |
| Other   | 1,854          | 2,218          | (364)           |
| Assets under construction and payments on account | 14,939         | 23,418         | (8,479)         |
| <b>Total</b>                                      | <b>157,385</b> | <b>171,964</b> | <b>(14,579)</b> |

The table below summarizes movements in property, plant and equipment:

|   | Non-industrial<br>land | Industrial land<br>and buildings | Leasehold<br>improvements | Plant and<br>machinery | Industrial and<br>commercial<br>equipment | Assets to be<br>transferred free<br>of charge | Other           | Assets under<br>construction and<br>payments | Total            |
|---|------------------------|----------------------------------|---------------------------|------------------------|---|---|-----------------|--|------------------|
| <b>Gross amount</b>   |                        |                                  |                           |                        |   |   |                 |  |                  |
| 01.01.2014  | 5,426                  | 47,626                           | 252,298                   | 59,291                 | 309,184                                   | 204,185                                       | 31,692          | 15,138                                       | 924,840          |
| Increases   | -                      | 561                              | 6,158                     | 459                    | 5,432                                     | 3,828   | 584             | 18,346                                       | 35,368           |
| Decreases   | -                      | (40)                             | (31,504)                  | (1,385)                | (11,069)                                  | (69,750)                                      | (746)           | (24)   | (114,518)        |
| Other movements   | -                      | 7                                | 3,279                     | 22                     | 2,908                                     | 3,338   | 565             | (10,042)                                     | 77               |
| <b>31.12.2014</b>   | <b>5,426</b>           | <b>48,154</b>                    | <b>230,231</b>            | <b>58,387</b>          | <b>306,455</b>                            | <b>141,601</b>                                | <b>32,095</b>   | <b>23,418</b>                                | <b>845,767</b>   |
| Increases   | -                      | 636                              | 12,999                    | 1,085                  | 5,990                                     | 3,916   | 301             | 9,670  | 34,597           |
| Decreases   | -                      | (6,195)                          | (5,954)                   | (7,007)                | (20,149)                                  | (1,708)                                       | (3,570)         | (345)  | (44,928)         |
| Other movements   | -                      | 265                              | 9,038                     | 536                    | 2,620                                     | 4,867   | 313             | (17,804)                                     | (165)            |
| <b>31.12.2015</b>   | <b>5,426</b>           | <b>42,860</b>                    | <b>246,314</b>            | <b>53,001</b>          | <b>294,916</b>                            | <b>148,676</b>                                | <b>29,139</b>   | <b>14,939</b>                                | <b>835,271</b>   |
| <b>Accumulated depreciation<br/>&amp; impairment losses</b> |                        |                                  |                           |                        |   |   |                 |  |                  |
| 01.01.2014  | -                      | (20,411)                         | (212,014)                 | (45,775)               | (268,422)                                 | (168,487)                                     | (29,638)        | -  | (744,747)        |
| Increases   | -                      | (1,796)                          | (10,218)                  | (2,728)                | (14,087)                                  | (9,202)                                       | (927)           | -  | (38,958)         |
| New impairment losses                                       | -                      | (29)                             | (785)                     | (776)                  | (1,439)                                   | (577)   | (49)            | -  | (3,655)          |
| Decreases   | -                      | 95                               | 31,348                    | 1,407                  | 10,305                                    | 69,665  | 737             | -  | 113,557          |
| <b>31.12.2014</b>   | <b>-</b>               | <b>(22,141)</b>                  | <b>(191,669)</b>          | <b>(47,872)</b>        | <b>(273,643)</b>                          | <b>(108,601)</b>                              | <b>(29,877)</b> | <b>-</b>                                     | <b>(673,803)</b> |
| Increases   | -                      | (1,139)                          | (11,753)                  | (2,424)                | (11,521)                                  | (12,107)                                      | (962)           | -  | (39,906)         |
| New impairment losses                                       | -                      | (370)                            | (1,700)                   | (110)                  | (410)                                     | (3,141)                                       | (15)            | -  | (5,746)          |
| Decreases   | -                      | 4,493                            | 5,942                     | 5,808                  | 20,048                                    | 1,709   | 3,569           | -  | 41,569           |
| <b>31.12.2015</b>   | <b>-</b>               | <b>(19,157)</b>                  | <b>(199,180)</b>          | <b>(44,598)</b>        | <b>(265,526)</b>                          | <b>(122,140)</b>                              | <b>(27,285)</b> | <b>-</b>                                     | <b>(677,886)</b> |
| <b>Carrying amount</b>                                      |                        |                                  |                           |                        |   |   |                 |  |                  |
| 31.12.2014  | 5,426                  | 26,013                           | 38,562                    | 10,515                 | 32,812                                    | 33,000  | 2,218           | 23,418                                       | 171,964          |
| 31.12.2015  | 5,426                  | 23,703                           | 47,134                    | 8,403                  | 29,390                                    | 26,536  | 1,854           | 14,939                                       | 157,385          |

The increase of € 34,597k stems primarily from the modernization and renovation of stores and the replacement of obsolete plant, equipment and furnishings. Significant capital expenditure in 2015 are related with the new Duomo location in Milan, the new airport locations at Fiumicino, and investments underway at the Arda, Tevere Ovest, Secchia Ovest and Villoresi Ovest rest stops.

The main decreases for the year, totaling € 44,928k, refer to the sale of obsolete EDP machines and cash registers (€ 22,288k), of the central warehouse building in Anagni (€ 13,801k), and of assets held at locations that were closed during the year (€ 8,839k).

Together, these sales produced a net capital gain of € 2,472k.

Impairment testing resulted in net impairment losses of € 5,746k, including the reversal of losses charged in previous years (up to historical amortized cost as of the reversal date) where the reasons for impairment no longer exist. Impairment testing was based on estimated future cash flows (without incorporating any assumed efficiency gains), discounted at the weighted average cost of capital, which reflects the cost of money and the specific business risk.

## VII. Goodwill

"Goodwill" shows a balance of € 83,631k, unchanged since the previous year.

The recoverability of goodwill is tested by estimating the value in use of the cash generating unit (CGU, in this case the scope of activity of Autogrill S.p.A.), defined as the present value of estimated future cash flows discounted at a rate reflecting the specific risks of the CGU as of the measurement date.

The discount rate was set in consideration of the capital assets pricing model, based on indicators and variables observable in the market.

Future cash flows have been estimated on the basis of the 2016 budget and forecasts for 2017-2020 (explicit forecast period). Cash flows beyond 2020 have been projected by normalizing information from those forecasts and applying a nominal growth rate ("g") of 1%, which does not exceed the long-term growth projection for Italy, and by using the perpetuity method to calculate terminal value.

The discount rate after taxes used in 2015 was 5.7% (7.2% the previous year); the reduction mainly reflects the decrease in the risk-free rate on Italian government bonds. To estimate cash flows for the period 2016-2020, management has made some assumptions including an estimate of road and airport traffic volumes, future sales, operating costs, investments, and changes in working capital.

In particular, internal estimates call for a moderate increase in motorway traffic for 2016 and subsequent years. The selective investment strategy is reflected in the lower expected renewal rate for expiring concessions with respect to historical trends. The reduced sphere of activity will likely be offset by higher sales at renovated locations. Operating costs, in particular rent, as a percentage of revenue have been revised in accordance with the expiration of leases and concession contracts.

Growth investments are correlated with the expiration of contracts, while maintenance investments are assumed to be consistent with historical trends.

On the basis of these assumptions, goodwill was found to be fully recoverable.

For the most significant assumptions used in the impairment tests, the rates at which the existing gap between the CGU's value in use and its carrying amount would no longer exist are 9.9% for the tax-free discount rate and -5.6% for the "g" rate.

Additional steps included:

- a sensitivity analysis, considering specific risk factors inherent to the plan;
- a comparison between the CGU's value in use for 2015 and 2014 with gap analysis.

These steps confirmed that goodwill is fully recoverable and that the assumptions used are reasonable.

### VIII. Other intangible assets

As follows:

| (€k)   | 31.12.2015    | 31.12.2014    | Change         |
|--|---------------|---------------|----------------|
| Concessions, licenses, trademarks and similar rights | 16,672        | 17,533        | (861)          |
| Assets under development and payments on account     | 5,709         | 5,412         | 297            |
| Other  | 12,548        | 14,046        | (1,498)        |
| <b>Total</b>   | <b>34,929</b> | <b>36,991</b> | <b>(2,062)</b> |

"Concessions, licenses, trademarks and similar rights" refer mainly to licenses for the sale of goods held under state monopoly, to software licenses and to proprietary brands.

"Assets under development and payments on account" refer to investments in new software that is not yet in use.

The item "Other" relates mainly to software programs produced as part of the Company's IT development plan.

All "Other intangible assets" have finite useful lives.

Movements in other intangible assets are summarized below:

| (€k)  | Concessions,<br>licenses, trademarks<br>and similar rights | Assets under<br>development and<br>payments on<br>account | Other           | Total           |
|---|--|---|-----------------|-----------------|
| <b>Gross amount</b>                                     |  |   |                 |                 |
| 01.01.2014  | 46,852   | 4,478   | 62,360          | 113,690         |
| Increases   | 986  | 4,800   | 3,752           | 9,538           |
| Decreases   | (1,065)  | (18)  | (32)            | (1,115)         |
| Other movements   | 126  | (3,848)   | 3,645           | (77)            |
| <b>31.12.2014</b>                                       | <b>46,899</b>  | <b>5,412</b>  | <b>69,725</b>   | <b>122,036</b>  |
| Increases   | 824  | 5,020   | 664             | 6,508           |
| Decreases   | (149)  | (9)   | (9)             | (167)           |
| Other movements   | 822  | (4,714)   | 4,057           | 165             |
| <b>31.12.2015</b>                                       | <b>48,396</b>  | <b>5,709</b>  | <b>74,437</b>   | <b>128,542</b>  |
| <b>Accumulated depreciation &amp; impairment losses</b> |  |   |                 |                 |
| 01.01.2014  | (27,932)   | -   | (50,754)        | (78,686)        |
| Increases   | (2,433)  | -   | (4,956)         | (7,389)         |
| New impairment losses                                   | (31)   | -   | -               | (31)            |
| Decreases   | 1,030  | -   | 31              | 1,061           |
| <b>31 december 2014</b>                                 | <b>(29,366)</b>  | <b>-</b>  | <b>(55,679)</b> | <b>(85,045)</b> |
| Increases   | (2,495)  | -   | (6,216)         | (8,711)         |
| New impairment losses                                   | (4)  | -   | -               | (4)             |
| Decreases   | 141  | -   | 6               | 147             |
| <b>31.12.2015</b>                                       | <b>(31,724)</b>  | <b>-</b>  | <b>(61,889)</b> | <b>(93,613)</b> |
| <b>Carrying amount</b>                                  |  |   |                 |                 |
| 31.12.2014  | 17,533   | 5,412   | 14,046          | 36,991          |
| 31.12.2015  | 16,672   | 5,709   | 12,548          | 34,929          |



## IX Investments

Investments at 31 December 2015 were worth € 565,965k: € 565,945k in subsidiaries and € 20k in other companies (neither subsidiaries nor associates).

Movements during the year are presented below:

| (€k)                                       | 31.12.2014     |                   |                 | Increases | 31.12.2015     |                   |                 |
|--|----------------|-------------------|-----------------|-----------|----------------|-------------------|-----------------|
|  | Cost           | Impairment losses | Carrying amount |           | Cost           | Impairment losses | Carrying amount |
| Nuova Sidap S.r.l.                         | 9,253          | -                 | 9,253           | -         | 9,253          | -                 | 9,253           |
| GTA S.r.l.                                 | -              | -                 | -               | 60        | 60             | -                 | 60              |
| Autogrill Austria A.G.                     | 32,771         | (27,893)          | 4,878           | -         | 32,771         | (27,893)          | 4,878           |
| Autogrill Belux N.V.                       | 46,375         | -                 | 46,375          | -         | 46,375         | -                 | 46,375          |
| Autogrill Czech S.r.o.                     | 6,048          | (3,031)           | 3,017           | -         | 6,048          | (3,031)           | 3,017           |
| Autogrill D.o.o.                           | 4,764          | (4,764)           | -               | -         | 4,764          | (4,764)           | -               |
| Autogrill Deutschland GmbH                 | 35,435         | -                 | 35,435          | -         | 35,435         | -                 | 35,435          |
| Autogrill Iberia S.L.U.                    | 47,629         | (35,400)          | 12,229          | -         | 47,629         | (35,400)          | 12,229          |
| Autogrill Hellas E.p.E.                    | 4,791          | (2,791)           | 2,000           | -         | 4,791          | (2,791)           | 2,000           |
| HMSHost Corporation                        | 217,423        | -                 | 217,423         | -         | 217,423        | -                 | 217,423         |
| Autogrill Polska Sp.zo.o.                  | 4,805          | (4,805)           | -               | -         | 4,805          | (4,805)           | -               |
| Autogrill Schweiz A.G.                     | 243,031        | (102,950)         | 140,081         | -         | 243,031        | (102,950)         | 140,081         |
| Holding de Participations Autogrill S.a.s. | 119,694        | (24,500)          | 95,194          | -         | 119,694        | (24,500)          | 95,194          |
| Autogrill Nederland B.V.                   | 41,372         | (41,372)          | -               | -         | 41,372         | (41,372)          | -               |
| Others                                     | 20             | -                 | 20              | -         | 20             | -                 | 20              |
| <b>Total</b>                               | <b>813,411</b> | <b>(247,506)</b>  | <b>565,905</b>  | <b>60</b> | <b>813,471</b> | <b>(247,506)</b>  | <b>565,965</b>  |

The recoverable amount of investments is tested by estimating their value in use, defined as the present value of estimated future cash flows (based on the 2016 budget and projections for 2017-2020), discounted using the weighted average cost of capital in the respective regions (from 4% to 13.8%) calculated using the capital assets pricing model and based on parameters observable in the market. Cash flows beyond 2020 have been projected by normalizing information from those forecasts and applying nominal growth rates ("g"), which do not exceed the long-term growth estimates of each company's sector and country of operation (from 1% to 2.6%, consistently with medium- to long-term inflation forecasts by the International Monetary Fund), and by using the perpetuity method to calculate terminal value.

The estimated recoverable amount of the above investments, determined by discounting cash flows based on their projected results, confirms the impairment losses recognized in previous years and rules out additional impairment. An increase of one percentage point in the discount rate or a reduction of one percentage point in the g rate would still have produced a value in use in excess of carrying amount.

Cash flow analyses also demonstrate that the loans granted by Autogrill S.p.A. are fully recoverable.

The following table provides key data on subsidiaries at 31 December 2015 (see the Annex for a full list of subsidiaries held indirectly):

| Name                                       | Registered office            | Currency | Share capital/<br>quota | Number of<br>shares/<br>quotas * | Equity at<br>31.12.2015 * | 2015 profit<br>(loss) * | % held   |            | Carrying<br>amount<br>(€) * |
|--|------------------------------|----------|-------------------------|----------------------------------|---------------------------|-------------------------|----------|------------|-----------------------------|
|  |                              |          |                         |                                  |                           |                         | Directly | Indirectly |                             |
| Nuova Sidap S.r.l.                         | Novara (Italy)               | Euro     | 100,000                 | 1                                | 4,005                     | 2,540                   | 100      | -          | 9,253                       |
| GTA S.r.l.                                 | Novara (Italy)               | Euro     | 50,000                  | 1                                | 60                        | (3)                     | 100      | -          | 60                          |
| Autogrill Austria A.G.                     | Gottesbrunn (Austria)        | Euro     | 7,500,000               | 7,500,000                        | 1,131                     | (446)                   | 100      | -          | 4,878                       |
| Autogrill Belux N.V.                       | Anversa (Belgium)            | Euro     | 10,000,000              | 8,882,601                        | 14,996                    | 570                     | 100      | 0.001      | 46,375                      |
| Autogrill Czech S.r.o.                     | Prague (Czech Republic)      | Czk      | 154,463,000             | -                                | 57,409                    | 4,953                   | 100      | -          | 3,017                       |
| Autogrill D.o.o.                           | Ljubiana (Slovenia)          | Euro     | 1,342,670               | -                                | 1,004                     | 101                     | 100      | -          | -                           |
| Autogrill Deutschland GmbH                 | Monaco (Germany)             | Euro     | 205,000                 | 1                                | 23,552                    | 731                     | 100      | -          | 35,435                      |
| Autogrill Iberia S.L.U.                    | Madrid (Spain)               | Euro     | 7,000,000               | 7,000,000                        | 15,387                    | 571                     | 100      | -          | 12,229                      |
| Autogrill Hellas E.p.E.                    | Avlona Attikis (Greece)      | Euro     | 3,696,330               | 123,211                          | 3,302                     | 601                     | 100      | -          | 2,000                       |
| HMSHost Corporation                        | Wilmington (Usa)             | Usd      | 80                      | 8,000                            | 367,006                   | 103,399                 | 100      | -          | 217,423                     |
| Autogrill Polska Sp.zo.o.                  | Katowice (Poland)            | Pln      | 14,050,000              | 28,100                           | 4,388                     | (2,686)                 | 100      | -          | -                           |
| Autogrill Schweiz A.G.                     | Olsen (Switzerland)          | Chf      | 23,183,000              | 23,183                           | 35,534                    | 760                     | 100      | -          | 140,081                     |
| Holding de Participations Autogrill S.a.s. | Marseille (France)           | Euro     | 84,581,920              | 556,460                          | 60,079                    | (5,358)                 | 100      | -          | 95,194                      |
| Autogrill Nederland B.V.                   | Oosterhout (The Netherlands) | Euro     | 41,371,500              | 82,743                           | 14,518                    | (332)                   | 100      | -          | -                           |
| Others                                     |                              |          |                         |                                  |                           |                         |          |            | 20                          |
| <b>Total</b>                               |                              |          |                         |                                  |                           |                         |          |            | <b>565,965</b>              |

\* Amounts in local currency, in thousands

## X. Other financial assets

These consist mainly of long-term loans due from Group companies:

| (€k)   | 31.12.2015    | 31.12.2014    | Change         |
|--|---------------|---------------|----------------|
| Loans granted to subsidiaries:                 |               |               |                |
| Nuova Sidap S.r.l.                             | 8,000         | 6,000         | 2,000          |
| Autogrill Austria A.G.                         | 3,605         | 4,895         | (1,290)        |
| Autogrill Polska Sp.zo.o.                      | 2,300         | 2,227         | 73             |
| Autogrill Nederland B.V.                       | 11,400        | 14,249        | (2,849)        |
| Holding de Participations Autogrill S.a.s.     | 25,800        | 24,636        | 1,164          |
| Autogrill Hellas E.p.E.                        | -             | 1,853         | (1,853)        |
| Guarantee deposits                             | 1,559         | 1,562         | (3)            |
| Other financial receivables from third parties | 10            | 11            | (1)            |
| Other non current financial assets             | -             | 6,642         | (6,642)        |
| <b>Total</b>                                   | <b>52,674</b> | <b>62,075</b> | <b>(9,401)</b> |

All of these loans charge interest at market rates.

The principal changes in this item are due to:

- the reclassification to current assets of the loan to the subsidiary Autogrill Hellas E.p.E. (€ 1,853k), maturing in 2016;
- payments received on the loan to Autogrill Nederland B.V. (€ 2,849k).

At 31 December 2014, "Other non-current financial assets" covered the fair value of the World Duty Free S.p.A. shares held in the portfolio to service the 2010 stock option plan. By the end of 2015, all of those options had been exercised. The change also reflects the sale of World Duty Free shares in response to a public tender offer by third parties in August 2015.

### XI. Other receivables

Most of the balance of € 9.116k (€ 9,989k at 31 December 2014) consists of concession fees paid in advance, primarily for motorway food & beverage operations.

The change is due primarily to the reclassification to current receivables of the amount due within 12 months of the close of the year (€ 1,832k).

### XII. Assets held for sale

Totalling € 12,324k at 31 December 2014, this item covered the net carrying amount of the investments in Autogrill Catering UK Limited, HMSHost Sweden A.B., and HMSHost Ireland Ltd., whose sale to the indirect subsidiary HMSHost International B.V. was finalized in January 2015.

Because the sale qualifies as an asset transfer under the category "business combination under common control," it is outside the scope of IFRS 3 and the capital gain (net of the tax effect) has been recognized directly in equity.

## Current liabilities

### XIII. Trade payables

This item amounts to € 170,870k, as follows:

| (€k)                | 31.12.2015     | 31.12.2014     | Change          |
|---------------------|----------------|----------------|-----------------|
| Due to suppliers    | 170,598        | 181,547        | (10,949)        |
| Due to subsidiaries | 272            | 726            | (454)           |
| <b>Total</b>        | <b>170,870</b> | <b>182,273</b> | <b>(11,403)</b> |

The decrease in trade payables is explained by lower purchases in connection with the reduction in revenue.

### XIV. Tax liabilities

The balance of € 2,475k (€ 5,320k At 31 December 2014) is shown net of offsettable tax credits.

### XV. Other payables

With a balance of € 71,283k (€ 76,213k at 31 December 2014), these are composed as follows:

| (€k)   | 31.12.2015    | 31.12.2014    | Change         |
|--|---------------|---------------|----------------|
| Personnel expense                              | 16,870        | 16,226        | 644            |
| Due to suppliers for investments               | 14,244        | 14,657        | (413)          |
| Social security and defined contribution plans | 12,890        | 13,055        | (165)          |
| Indirect taxes                                 | 1,901         | 1,855         | 46             |
| Withholding taxes                              | 5,010         | 4,667         | 343            |
| Other  | 20,368        | 25,753        | (5,385)        |
| <b>Total</b>                                   | <b>71,283</b> | <b>76,213</b> | <b>(4,930)</b> |

The caption "Other" includes promotional contributions from suppliers (€ 7,217k) pertaining to future years, amounts due to subsidiaries (€ 6,011k), and amounts due to pension funds (€ 1,904k). Most of the change concerns the reversal of promotional contributions from suppliers pertaining to 2015.

### XVI. Bank loans and borrowings

This item amounts to € 57,862k, as follows:

| (€k)                      | 31.12.2015    | 31.12.2014    | Change         |
|---------------------------|---------------|---------------|----------------|
| Unsecured bank loans      | 35,000        | 55,000        | (20,000)       |
| Current account overdraft | 22,862        | 7,308         | 15,554         |
| <b>Total</b>              | <b>57,862</b> | <b>62,308</b> | <b>(4,446)</b> |

It consists of current account overdrafts and ultra short-term loans.

The changes in the two components are due to the different pattern in the use of credit lines.

## XVII. Other financial liabilities

This item amounts to € 30,923k, as detailed below:

| (€k)   | 31.12.2015    | 31.12.2014    | Change         |
|--|---------------|---------------|----------------|
| Deposits received from:                                    |               |               |                |
| Autogrill Belux N.V.                                       | 6,976         | 10,021        | (3,045)        |
| Autogrill Schweiz A.G.                                     | 12,024        | 10,402        | 1,622          |
| Autogrill Deutschland GmbH                                 | 11,783        | 8,718         | 3,065          |
| Holding de Participations Autogrill S.a.s.                 | 2             | -             | 2              |
| Fair value of interest rate hedging derivatives            | -             | 3,888         | (3,888)        |
| Fair value of currency hedging derivatives                 | 34            | 1,043         | (1,009)        |
| Accrued expenses and deferred income for interest on loans | 100           | 459           | (359)          |
| Other financial accrued expenses and deferred income       | 4             | 233           | (229)          |
| <b>Total</b>   | <b>30,923</b> | <b>34,764</b> | <b>(3,841)</b> |

The reduction in deposits received from Autogrill Belux N.V. relates to the funding of investments at Brussels airport.

The increase in deposits from Autogrill Deutschland GmbH and Autogrill Schweiz A.G. concerns cash generation by the two subsidiaries.

At 31 December 2014, "Fair value of interest rate hedging derivatives" referred to outstanding interest rate swaps with a notional value of € 120m. Those instruments expired in June 2015.

"Fair value of exchange rate hedging derivatives" refers to the fair value measurement of the derivatives entered into to hedge exchange rate risk, in particular to the forward purchase and/or sale of currency, in connection with intercompany loans and dividends.

For further information on derivative financial instruments, see Section 2.2.5.2, Financial risk management.

## Non-current liabilities

### XVIII. Other payables

With a balance of € 8,235k (€ 3,590k at 31 December 2014), this item refers mainly to deferred compensation under long-term incentive plans and the liability for the 2014 phantom stock option plan. The increase is explained by the allocation for 2015, which in relation to the phantom stock option plan reflects the appreciation of Autogrill stock at the end of the year.

### XIX. Loans, net of current portion

Amounting to € 277,813k (€ 307,020k at 31 December 2014), this item consists of € 280,000k in bank loans net of € 2,187k in charges and fees (€ 308,571k and € 1,551k at 31 December 2014).

Bank debt at 31 December 2015 and the previous year is detailed as presented in the table below:

| Credit Line   | Expiry     | 31.12.2015     |                   | 31.12.2014     |                 |
|---|------------|----------------|-------------------|----------------|-----------------|
|   |            | Amount (€k)    | Utilizations €k * | Amount (€k)    | Utilizations €k |
| Multicurrency Revolving Facility - Tranche 1        | July 2016  | -              | -                 | 88,571         | 88,571          |
| Multicurrency Revolving Facility - Tranche 2 **     | July 2016  | -              | -                 | 411,429        | 220,000         |
| Lines Revolving – RCF                               | March 2020 | 400,000        | 80,000            | -              | -               |
| Lines Term Amortizing – TL                          | March 2020 | 200,000        | 200,000           | -              | -               |
| <b>Total lines of credit</b>                        |            | <b>600,000</b> | <b>280,000</b>    | <b>500,000</b> | <b>308,571</b>  |
| <i>current portion</i>                              |            |                |                   |                |                 |
| <b>Total lines of credit net of current portion</b> |            | <b>600,000</b> | <b>280,000</b>    | <b>500,000</b> | <b>308,571</b>  |

\* Drawdowns in currency are measured based on exchange rates at 31 December 2015 and 31 December 2014

\*\* Tranche Multicurrency

On 12 March 2015 Autogrill S.p.A. contracted a new loan in the amount of € 600m. This is comprised of an amortizing term loan of € 200m and a revolving credit facility of € 400m, both maturing in March 2020. It has been used for the early reimbursement of the revolving credit facility maturing in July 2016 and to finance the Group's operations.

At 31 December 2015 the credit facilities maturing after one year had been drawn down by about 47%. Floating interest is charged on all bank loans. The average remaining term of bank loans is three years and nine months, compared with one year and seven months at 31 December 2014.

The loan agreement signed on 12 March 2015 requires regular monitoring of financial ratios relating to debt coverage and interest coverage. Referring to the Autogrill Group as a whole, it calls for maintaining a leverage ratio (net debt/EBITDA) of 3.5 or less and an interest coverage ratio (EBITDA/net financial expense) of at least 4.5. For the calculation of these ratios, net indebtedness, EBITDA and net financial expense are measured according to specific definitions and therefore differ from the amounts in the financial statements or aggregation thereof.

At 31 December 2015, as in all previous observation periods, these covenants were fully satisfied. Forecasts for 2016 confirm that they will continue to be met over the next 12 months.

## XX. Deferred tax liabilities

This item, with a net balance of zero at the end of the year, is composed as follows:

| (€k)                     | 31.12.2015 | 31.12.2014   | Change         |
|--------------------------|------------|--------------|----------------|
| Deferred tax liabilities | 21,429     | 23,067       | (1,638)        |
| Deferred tax assets      | (21,429)   | (18,972)     | (2,457)        |
| <b>Deferred tax</b>      | <b>-</b>   | <b>4,095</b> | <b>(4,095)</b> |

The tables below show main movements in deferred tax assets and liabilities in 2015 and 2014:

| (€k)                                     | 31.12.2014    | Recognised in Profit and Loss | Recognised in Other Comprehensive Income | Other    | 31.12.2015    |
|--|---------------|-------------------------------|--|----------|---------------|
| <b>Deferred tax assets:</b>              |               |                               |  |          |               |
| Property, plant and equipment            | 6,088         | 567                           | -  | -        | 6,655         |
| Investments                              | -             | -                             | -  | -        | -             |
| Trade receivables                        | 1,504         | (279)                         | -  | -        | 1,225         |
| Other assets                             | 285           | (125)                         | (160)                                    | -        | -             |
| Defined Benefit                          | 3,274         | -                             | (985)                                    | -        | 2,289         |
| Provisions for risks and charges         | 1,256         | 365                           | -  | -        | 1,621         |
| Other reserves and retained earnings     | -             | -                             | -  | -        | -             |
| Other liabilities                        | 1,460         | 192                           | (728)                                    | -        | 924           |
| Profit brought forward/available reserve | 5,105         | 3,610                         | -  | -        | 8,715         |
| <b>Total</b>                             | <b>18,972</b> | <b>4,330</b>                  | <b>(1,873)</b>                           | <b>-</b> | <b>21,429</b> |
| <b>Deferred tax liabilities:</b>         |               |                               |  |          |               |
| Property, plant and equipment            | 14,487        | (1,754)                       | -  | -        | 12,733        |
| Investments                              | 8,382         | (1,067)                       | -  | -        | 7,315         |
| Inventories                              | -             | -                             | -  | -        | -             |
| Other assets                             | -             | 1,265                         | -  | -        | 1,265         |
| Provisions for risks and charges         | -             | -                             | -  | -        | -             |
| Defined Benefit                          | -             | -                             | -  | -        | -             |
| Other liabilities                        | 198           | (82)                          | -  | -        | 116           |
| <b>Total</b>                             | <b>23,067</b> | <b>(1,638)</b>                | <b>-</b>                                 | <b>-</b> | <b>21,429</b> |

| (€k)                                     | 31.12.2013    | Recognised in Profit and Loss | Recognised in Other Comprehensive Income | Other      | 31.12.2014    |
|--|---------------|-------------------------------|--|------------|---------------|
| <b>Deferred tax assets:</b>              |               |                               |  |            |               |
| Property, plant and equipment            | 3,796         | 2,292                         | -  | -          | 6,088         |
| Investments                              | -             | -                             | -  | -          | -             |
| Trade receivables                        | 1,427         | 77                            | -  | -          | 1,504         |
| Other assets                             | -             | -                             | 285                                      | -          | 285           |
| Defined Benefit                          | 2,379         | (935)                         | 1,830                                    | -          | 3,274         |
| Provisions for risks and charges         | 1,885         | (629)                         | -  | -          | 1,256         |
| Other reserves and retained earnings     | -             | -                             | -  | -          | -             |
| Other liabilities                        | 2,691         | 157                           | (1,514)                                  | 126        | 1,460         |
| Profit brought forward/available reserve | -             | 5,105                         | -  | -          | 5,105         |
| <b>Total</b>                             | <b>12,178</b> | <b>6,067</b>                  | <b>601</b>                               | <b>126</b> | <b>18,972</b> |
| <b>Deferred tax liabilities:</b>         |               |                               |  |            |               |
| Property, plant and equipment            | 14,034        | 453                           | -  | -          | 14,487        |
| Investments                              | 14,971        | (6,589)                       | -  | -          | 8,382         |
| Inventories                              | -             | -                             | -  | -          | -             |
| Other assets                             | -             | -                             | -  | -          | -             |
| Provisions for risks and charges         | -             | -                             | -  | -          | -             |
| Defined Benefit                          | 1,973         | (1,973)                       | -  | -          | -             |
| Other liabilities                        | -             | 198                           | -  | -          | 198           |
| <b>Total</b>                             | <b>30,978</b> | <b>(7,911)</b>                | <b>-</b>                                 | <b>-</b>   | <b>23,067</b> |

Starting in 2017, the IRES rate will be reduced from 27.5% to 24% on the basis of the Stability Law (Law 208 of 28 December 2015).

The reduction in the net amount of deferred tax liabilities and deferred tax assets, due to the adjustment of those items to reflect the new IRES rate, amounts to a gain of € 1,962k that has been taken to the income statement for 2015.

The increase in deferred tax assets was caused in part by the recognition of tax losses carried forward from previous years in the amount of € 3,610k, which does not exceed the amount of deferred tax liabilities not offset by deferred tax assets of another kind.

The increase in deferred tax liabilities refers mainly to the 5% tax charge on the dividend of \$ 100m (€ 92m) approved by the subsidiary HMSHost Corporation in December 2015 and received in January 2016.

Tax losses existing at 31 December 2015 on which deferred tax assets have prudently not been recognized, as business is not expected to be profitable enough to generate taxable income allowing their use, amount to € 65.653k. The corresponding unrecognized tax benefit would be € 15.757k.



## XXI. Post-employment benefits and other employee benefits

At 31 December 2015 this item amounted to € 59.532k. Movements during the year were as follows:

| (€k)                                       | Change        |
|--|---------------|
| <b>Defined benefit plans at 01.01.2014</b> | <b>68,271</b> |
| Interest expense                           | 1,573         |
| Actuarial losses (gains) due to:           |               |
| - demographic assumptions                  | -             |
| - financial assumptions                    | 6,149         |
| - experience adjustments                   | 506           |
| Benefits paid                              | (10,737)      |
| Other                                      | -             |
| <b>Defined benefit plans at 31.12.2014</b> | <b>65,762</b> |
| Interest expense                           | 578           |
| Actuarial losses (gains) due to:           |               |
| - demographic assumptions                  | -             |
| - financial assumptions                    | (437)         |
| - experience adjustments                   | (1,932)       |
| Benefits paid                              | (4,439)       |
| Other                                      | -             |
| <b>Defined benefit plans at 31.12.2015</b> | <b>59,532</b> |

The amounts recognized in the income statement for defined benefit plans, € 578k in 2015 (€ 1,573k the previous year), are listed under "Financial expense."

At 31 December 2015 the gross liability for post-employment benefits (Art. 2120 of the Italian Civil Code) was € 55,064k.

Below, the present value of plan obligations is reconciled with the liability recognized in 2014 and the previous three years:

| (€k)                                    | ▼<br>31.12.2015 | 31.12.2014    | 31.12.2013    | 31.12.2012    |
|---|-----------------|---------------|---------------|---------------|
| Present value of plan obligations       | 61,901          | 59,107        | 68,596        | 47,239        |
| Actuarial (gains) losses not recognised | (2,369)         | 6,655         | (325)         | 25,070        |
| <b>Net liability recognised</b>         | <b>59,532</b>   | <b>65,762</b> | <b>68,271</b> | <b>72,309</b> |

Below are the actuarial assumptions used to calculate defined benefit plans (trattamento fine rapporto or TFR):

| (€k)                             | 31.12.2015   | 31.12.2014   |
|----------------------------------|--|--|
| Discount rate                    | 1.39%  | 0.91%  |
| Inflation rate                   | 1.5% for 2016<br>1.8% for 2017<br>1.7% for 2018<br>1.6% for 2019<br>2% from 2020             | 0.6% for 2015<br>1.2% for 2016<br>1.5% for 2017 and 2018<br>2.0% from 2019 |
| Average frequency of termination | 6.00%  | 6.00%  |
| Average frequency of advances    | 2.00%  | 2.00%  |
| Mortality table                  | RG48   | IPS55  |
| Annual TFR increase              | 2.625% for 2016<br>2.850% for 2017<br>2.775% for 2018<br>2.700% for 2019<br>3.000% from 2020 | 1.9% for 2015<br>2.4% for 2016<br>2.6% for 2017 and 2018<br>3.0% from 2019 |

For 2015, the discount rate was based on the Iboxx Corporate AA 7 to 10 year index as of the measurement date. The selected yield was the one with a duration comparable to the assumed average remaining life of the employment contracts figuring in the calculation.

The occurrence of reasonably possible variations in actuarial assumptions at the end of the year would have affected the defined benefit obligation as quantified in the table below:

|                | Change    | Increase | Decrease |
|----------------|-----------|----------|----------|
| Discount rate  | +/- 0.25% | (1,117)  | 1,155    |
| Inflation rate | +/- 0.25% | 711      | (698)    |
| Turnover rate  | +/- 1.00% | (302)    | 337      |

At the end of the year, the weighted average duration of the defined benefit obligation was 8 years and 3 months.

## XXII. Provisions for risks and charges

These amounted to € 5,743k at the end of 2015. Movements during the year are presented below:

| (€k)   | 31.12.2014   | Reclassifications | Accruals     | Utilisations   | Reversals    | 31.12.2015   |
|--|--------------|-------------------|--------------|----------------|--------------|--------------|
| Onerous contracts provision                              | 625          | 3                 | -            | -              | -            | 628          |
| Provision for legal disputes and other risks and charges | 3,757        | (3)               | 2,741        | (1,150)        | (230)        | 5,115        |
| <b>Total</b>   | <b>4,382</b> | <b>-</b>          | <b>2,741</b> | <b>(1,150)</b> | <b>(230)</b> | <b>5,743</b> |

| (€k)   | 31.12.2013   | Reclassifications | Accruals     | Utilisations   | Reversals      | 31.12.2014   |
|--|--------------|-------------------|--------------|----------------|----------------|--------------|
| Onerous contracts provision                              | 1,564        | -                 | 1,211        | -              | (2,150)        | 625          |
| Provision for legal disputes and other risks and charges | 5,009        | -                 | 998          | (1,412)        | (838)          | 3,757        |
| <b>Total</b>   | <b>6,573</b> | <b>-</b>          | <b>2,209</b> | <b>(1,412)</b> | <b>(2,988)</b> | <b>4,382</b> |

The "Onerous contracts provision" refers to long-term rental or concession agreements for commercial units that are not profitable enough to cover the rent.

The "Provision for legal disputes and other risks and charges" covers the risk stemming from litigation with employees and trading partners and reflects the opinions of the Company's legal advisors. Utilizations and releases concern actual payments, as well as revised estimates where necessary.

### XXIII. Equity

Equity as at 31 December 2015 amounts to € 475,659k.

The Annual General Meeting of 28 May 2015 voted to carry forward the 2014 profit of € 19,039k.

The following table details permissible uses of the main components of equity:

| (€k)  | 31.12.2015 | Eligibility for use | Amount available | Summary of utilisations in the past three years: |                   |
|---|------------|---------------------|------------------|--|-------------------|
|   |            |                     |                  | For loss coverage                                | For other reasons |
| Share capital:  | 68,688     | -                   | -                | -  | -                 |
| <b>Income-related reserves:</b>                           |            |                     |                  |  |                   |
| Legal reserve   | 13,738     | A. B                | -                | -  | -                 |
| Hedging reserve   | -          | -                   | -                | -  | -                 |
| Actuarial Gains (losses) on defined benefit plans Reserve | (7,247)    | -                   | (7,247)          | -  | -                 |
| Financial assets reserve                                  | -          | -                   | -                | -  | -                 |
| Other reserves and retained earnings                      | 342,580    | A. B. C             | 342,580          | -  | -                 |
| Treasury shares reserve                                   | (1,447)    | -                   | (1,447)          | -  | -                 |

Key:

A: for share capital increases

B: for loss coverage

C: for dividends

### Share capital

At 31 December 2015 the share capital of Autogrill S.p.A., fully subscribed and paid in, amounts to € 68,688k and consists of 254,400,000 ordinary shares.

On 6 June 2013, the general meeting of shareholders of Autogrill S.p.A. approved a change to Art. 5 ("Share capital") of the company's by-laws which eliminates the par value of shares.

During the extraordinary part of the AGM of 20 April 2010, to service the stock option plan approved on the same date, the shareholders authorized a capital increase valid whether subscribed in full or in part, and excluding subscription rights pursuant to Art. 2441(5) and (8) of the Italian Civil Code and Art. 134(2) of Legislative Decree 58 of 24 February 1998, by a maximum par value of € 1,040,000 (plus premium) to be carried out no later than 30 May 2015 through the issue of up to 2,000,000 ordinary shares in one or more tranches. At 31 December 2015, options convertible into a maximum of 183,571 ordinary Autogrill shares had been granted.

On 6 June 2013 the Annual General Meeting approved the proportional partial demerger of Autogrill S.p.A. and as a result made some changes to the 2010 stock option plan approved on 20 April 2010, which included extending until 30 April 2018 the deadline for exercising the options.

See the section "Information on incentive plans for directors and executives with strategic responsibilities" for a description of these plans.

#### Legal reserve

The "Legal reserve" amounts to € 13,738k and was built from company profits until it reached 20% of the share capital, in accordance with Art. 2430 of the Italian Civil Code.

#### Hedging reserve

The "Hedging reserve," amounting to € 1,920k at 31 December 2014 and corresponding to the effective portion of the fair value of derivatives designated as cash flow hedges, now has a balance of zero due to the expiration of hedges in June 2015.

#### Other reserves and retained earnings

These amount to € 335,334k (€ 296,219k in 2014). The difference comes mainly from the carry-forward of the 2014 profit of € 19,039k, as resolved by the shareholders on 28 May 2015, and the recognition of the capital gain on the sale to the indirect subsidiary HMSHost International B.V. of the investments in Autogrill Catering UK Limited, HMSHost Sweden A.B., and HMSHost Ireland Ltd. (€ 18,590k). Because the sale qualifies as an asset transfer under the category "business combination under common control," it is outside the scope of IFRS 3 and the capital gain (net of the tax effect) has been recognized directly in equity.

In accordance with the revised version of IAS 19, other reserves and retained earnings also include the amount of actuarial gains and losses arising from the remeasurement of the liability for defined benefit plans (post-employment benefits), net of the tax effect. The change in other reserves and retained earnings relating to defined benefit plans amounts to € 2,369k, net of the tax effect (at a rate of 24%) of € 569k.

#### Treasury shares

At 31 December 2015 the company owned 365,212 treasury shares (870,798 at the end of 2014) with a carrying amount of € 1,447k and an average carrying amount of € 3.96 per share. The decrease in the number of treasury shares is due to the exercise of options under the 2010 stock option plan.

### Other comprehensive income

The following table shows the components of comprehensive income and the related tax effect:

| (€k)   | 2015         |                           |              | 2014           |                           |                |
|--|--------------|---------------------------|--------------|----------------|---------------------------|----------------|
|  | Gross amount | Tax benefit/<br>(expense) | Net amount   | Gross amount   | Tax benefit/<br>(expense) | Net amount     |
| Actuarial Gains (losses) on defined benefit plans  | 2,369        | (985)                     | 1,384        | (6,655)        | 1,830                     | (4,825)        |
| <b>Items that will never be reclassified to profit or loss</b>                           | <b>2,369</b> | <b>(985)</b>              | <b>1,384</b> | <b>(6,655)</b> | <b>1,830</b>              | <b>(4,825)</b> |
| Effective portion of the fair value change of derivatives designated as cash flow hedges | 2,648        | (728)                     | 1,920        | 5,048          | (1,388)                   | 3,660          |
| Variation on fair value of held for sale financial assets                                | 581          | (160)                     | 421          | (843)          | 159                       | (684)          |
| <b>Items that will be reclassified subsequently to profit or loss</b>                    | <b>3,229</b> | <b>(888)</b>              | <b>2,341</b> | <b>4,205</b>   | <b>(1,229)</b>            | <b>2,976</b>   |

## 2.2.3 Notes to the income statement

### XXIV. Revenue

Revenue decreased to € 988,492k and can be detailed as follows:

| (€k)  | 2015           | 2014             | Change          |
|---|----------------|------------------|-----------------|
| Food & beverage and retail sales                    | 951,234        | 995,788          | (44,554)        |
| Fuel sales  | 2,143          | 3,234            | (1,091)         |
| Sales to affiliates, third parties and subsidiaries | 35,115         | 32,107           | 3,008           |
| <b>Total</b>  | <b>988,492</b> | <b>1,031,129</b> | <b>(42,637)</b> |

The reduction in "Food & beverage and retail sales" is explained mostly by the lower number of locations operated during the year, due to the closure of unprofitable locations and the Company's selective participation in the 2013-2014 bidding season for motorway contracts.

Food & beverage and retail sales are comprised chiefly of catering revenue of € 547,661k (€ 568,138k the previous year), sales of retail goods for € 158,543k (€ 162,523k in 2014), and sales of tobacco products, newspapers & magazines, and lottery tickets for € 244,985k (€ 265,039k the previous year).

"Sales to affiliates, third parties and subsidiaries" consist mainly of revenue from franchise affiliates (€ 13,408k, compared with € 13,992k in 2014) and subsidiaries (€ 20,489k, up from € 16,771k the previous year).

### XXV. Other operating income

"Other operating income" of € 65,982k was made up as follows:

| (€k)  | 2015          | 2014          | Change       |
|---|---------------|---------------|--------------|
| Bonuses from suppliers                          | 42,536        | 42,180        | 356          |
| Income from business leases                     | 4,372         | 4,335         | 37           |
| Affiliation fees                                | 3,361         | 3,705         | (344)        |
| Gains on sales of property, plant and equipment | 2,472         | 2,868         | (396)        |
| Other revenue                                   | 13,241        | 13,375        | (134)        |
| <b>Total</b>                                    | <b>65,982</b> | <b>66,463</b> | <b>(481)</b> |

The total is roughly in line with the previous year.

"Gains on sales of property, plant and equipment" include € 2,293k for the sale of the central warehouse building in Anagni.

"Other revenue" consists mainly of the reimbursement of IT services (€ 4,042k), commissions on sales for which Autogrill acts as agent (€ 2,827k), and the reimbursement of insurance costs (€ 2,441k).

## XXVI. Raw materials, supplies and goods

The cost of "Raw materials, supplies and goods" decreased by € 18,176k, consistently with the reduction in sales:

| (€k)   | ▼<br>2015      | 2014           | Change          |
|--|----------------|----------------|-----------------|
| <b>Total purchases relating to food &amp; beverage and retail sales:</b> | <b>446,697</b> | <b>466,751</b> | <b>(20,054)</b> |
| - merchandise and ingredients  | 221,223        | 221,381        | (158)           |
| - state monopoly products, newspapers and lottery tickets                | 223,356        | 242,238        | (18,882)        |
| - fuel for resale  | 2,118          | 3,132          | (1,014)         |
| Products for sale to affiliates, third parties and subsidiaries          | 31,122         | 29,244         | 1,878           |
| <b>Total</b>   | <b>477,819</b> | <b>495,995</b> | <b>(18,176)</b> |

## XXVII. Personnel expense

This item amounts to € 270,643k, and is detailed as follows:

| (€k)                          | ▼<br>2015      | 2014           | Change          |
|-------------------------------|----------------|----------------|-----------------|
| Wages and salaries            | 189,339        | 200,196        | (10,857)        |
| Social security contributions | 59,093         | 63,525         | (4,432)         |
| Employee benefits             | 12,647         | 13,925         | (1,278)         |
| Other costs                   | 9,564          | 6,968          | 2,596           |
| <b>Total</b>                  | <b>270,643</b> | <b>284,614</b> | <b>(13,971)</b> |

The decrease in personnel expense is mainly due to the reduction in staff as a result of the smaller number of locations operated.

The year's share of the cost of the stock option plans came to € 5,154k (€ 397k in 2014). See the section "Information on incentive plans for directors and executives with strategic responsibilities" for a description of these plans.

The year-end numbers of full-time and part-time employees are presented below:

|                 | 31.12.2015   |              |              | 31.12.2014   |              |              |
|-----------------|--------------|--------------|--------------|--------------|--------------|--------------|
|                 | Full-time    | Part-time    | Total        | Full-time    | Part-time    | Total        |
| Executives      | 60           | -            | 60           | 60           | -            | 60           |
| Junior managers | 449          | 4            | 453          | 467          | 5            | 472          |
| White collars   | 572          | 121          | 693          | 608          | 118          | 726          |
| Blue collars    | 2,558        | 5,302        | 7,860        | 2,726        | 5,011        | 7,737        |
| <b>Total</b>    | <b>3,639</b> | <b>5,427</b> | <b>9,066</b> | <b>3,861</b> | <b>5,134</b> | <b>8,995</b> |

The above figures include 13 white collar employees and 2 executives seconded to Italian and foreign subsidiaries.

The average headcount, expressed in terms of equivalent full-time employees, was 6,789 in 2015 (7,389 the previous year). The decrease is mainly due to the lower number of locations operated.

#### XXVIII. Leases, rentals, concessions and royalties

These amounts to € 161,151k, and is detailed as follows:

| (€k)                            | 2015           | 2014           | Change         |
|---------------------------------|----------------|----------------|----------------|
| Leases, rentals and concessions | 159,607        | 167,242        | (7,635)        |
| Royalty for use of brands       | 1,544          | 1,559          | (15)           |
| <b>Total</b>                    | <b>161,151</b> | <b>168,801</b> | <b>(7,650)</b> |

The decrease in this item reflects the ongoing impact of the 2014 reduction in the number of locations operated, due to the lapse of 19 rest area contracts and Autogrill's departure from unprofitable locations at airports, high streets and trade fairs.



## XXIX. Other operating expense

Amounting to € 118,862k, this item showed a decrease on 2014 as shown in the table below:

| (€k)   | ▼<br>2015      | 2014           | Change         |
|--|----------------|----------------|----------------|
| Utilities  | 29,372         | 33,310         | (3,938)        |
| Maintenance  | 12,931         | 14,252         | (1,321)        |
| Cleaning and disinfestations   | 16,859         | 18,344         | (1,485)        |
| Consulting and professional services                                     | 10,482         | 8,834          | 1,648          |
| Commissions on credit card payments                                      | 1,347          | 1,420          | (73)           |
| Storage and transport  | 11,085         | 11,745         | (660)          |
| Advertising and market research  | 5,868          | 5,812          | 56             |
| Travel expenses  | 3,657          | 4,038          | (381)          |
| Telephone and postal charges   | 1,649          | 1,950          | (301)          |
| Equipment hire and lease   | 2,506          | 2,680          | (174)          |
| Insurance  | 1,613          | 1,861          | (248)          |
| Surveillance   | 955            | 985            | (30)           |
| Transport of valuables   | 1,250          | 1,462          | (212)          |
| Banking services   | 1,065          | 1,127          | (62)           |
| Sundry materials   | 2,858          | 2,836          | 22             |
| Other services   | 3,338          | 3,085          | 253            |
| <b>Costs for materials and services</b>                                  | <b>106,835</b> | <b>113,741</b> | <b>(6,906)</b> |
| <b>Impairment losses on receivables (Note "IV Trade receivables")</b>    | <b>792</b>     | <b>435</b>     | <b>357</b>     |
| For legal disputes   | 498            | 653            | (155)          |
| For onerous contracts  | -              | (937)          | 937            |
| For other risks  | 1,885          | (493)          | 2,378          |
| <b>Provisions for risks (Note "XII Provision for risks and charges")</b> | <b>2,383</b>   | <b>(777)</b>   | <b>3,160</b>   |
| <b>Indirect and local taxes</b>  | <b>6,033</b>   | <b>6,628</b>   | <b>(595)</b>   |
| Losses on disposals  | 24             | 192            | (168)          |
| Other charges  | 2,795          | 131            | 2,664          |
| <b>Other operating expense</b>   | <b>2,819</b>   | <b>323</b>     | <b>2,496</b>   |
| <b>Total</b>   | <b>118,862</b> | <b>120,350</b> | <b>(1,488)</b> |

The most significant reductions concern external services such as utilities, maintenance, and cleaning, due to the smaller number of locations operated.

### XXX. Amortization and depreciation

The total of € 48,617k is detailed below:

| (€k)                                    | ▼<br>2015     | 2014          | Change       |
|---|---------------|---------------|--------------|
| Other intangible assets                 | 8,711         | 7,389         | 1,322        |
| Property, plant and machinery           | 27,799        | 29,756        | (1,957)      |
| Assets to be transferred free of charge | 12,107        | 9,202         | 2,905        |
| <b>Total amortization</b>               | <b>48,617</b> | <b>46,347</b> | <b>2,270</b> |

The increase comes mainly from the modernization and renovation of stores, the replacement of obsolete plant, equipment and furnishings, and the new Duomo location in Milan.

### XXXI. Impairment losses

In 2015, net impairment losses amounted to € 5,750k (€ 3,687k the previous year).

### XXXII. Financial income

Financial income amounted to € 100,715k, and is detailed as follows:

| (€k)                                       | ▼<br>2015      | 2014          | Change        |
|--|----------------|---------------|---------------|
| Dividends from subsidiaries                | 98,418         | 81,551        | 16,867        |
| Interest from subsidiaries                 | 1,202          | 1,772         | (570)         |
| Bank interest income                       | 310            | 84            | 226           |
| Ineffective portion of hedging instruments | 32             | 46            | (14)          |
| Exchange rate gains                        | 373            | 2,038         | (1,665)       |
| Other financial income                     | 380            | 139           | 241           |
| <b>Total</b>                               | <b>100,715</b> | <b>85,630</b> | <b>15,085</b> |

"Dividends from subsidiaries" consist of the following dividends received:

- HMSHost Corporation for € 91,996k (Usd 100,000k), approved on 21 December 2015;
- Autogrill Schweiz A.G. for € 4,422k (Chf 4,600k), approved on 4 June 2015;
- Autogrill Belux N.V. for € 2,000k, approved on 26 May 2015.

"Interest from subsidiaries" stems from the financing provided by Autogrill S.p.A. to subsidiaries (see Note II, Other financial assets).

Exchange rate gains came to € 373k and refer mostly to the loan in Swiss francs.

### XXXIII. Financial expense

Financial expense of € 18.039k is detailed below:

| (€k)  | ▼<br>2015     | 2014          | Change         |
|---|---------------|---------------|----------------|
| Interest expense                              | 6,011         | 8,216         | (2,205)        |
| Exchange rate losses                          | 5,957         | 2,800         | 3,157          |
| Financial expense on post-employment benefits | 578           | 1,573         | (995)          |
| Interest paid to subsidiaries                 | 142           | 110           | 32             |
| Commission                                    | 1,446         | 144           | 1,302          |
| Other financial expense                       | 3,905         | 7,970         | (4,065)        |
| <b>Total</b>                                  | <b>18,039</b> | <b>20,813</b> | <b>(2,774)</b> |

The decrease in interest expense is primarily due to the reduced exposure to bank loans and the lower interest rates.

Exchange rate losses mainly come from loans to foreign subsidiaries and derivatives in Swiss francs, and increased due to the depreciation of that currency during the year.

Most of the amount shown for "Other financial expense" concerns rate spreads on interest rate swaps.

The increase in banking fees refers to the fees not yet fully amortized (and charged to the income statement) on the early repayment of the loan taken out in 2011, originally due in July 2016.

### XXXIV. Impairment losses on financial assets

There were no impairment losses on financial assets in 2015 (€ 28,256k the previous year), as a forecast of cash flows for the foreseeable future suggest that the value of all investments is fair and recoverable.

In 2014 this item included impairment losses on Autogrill Austria A.G. (€ 1,800k), Holding de Participations Autogrill S.a.s. (€ 24,500k), Autogrill Polska Sp.zo.o. (€ 1.805k), HMSHost Ireland Ltd. (€ 4,031k), and Autogrill Nederland B.V. (€ 5,372k) for a total of € 37,508k, and the reversal of the total write-off of the subsidiary Nuova Sidap S.r.l. (€ 9,252k) after its value was found to be fully recoverable, as confirmed in 2015.

### XXXV. Income tax

Income tax amounts to € 5,040k, compared with € 4,681k in 2014, and consists of € 928k in current taxes (€ 9,422k the previous year) and € 5,968k in net deferred tax assets (€ 14,103k in 2014).

Thanks to a new law allowing the deduction of personnel expense for employees on open-ended contracts, IRAP decreased from € 5,607k in 2014 to € 765k. This item also includes prior-year taxes in the amount of € 746k.

Taxes on dividends came to € 4,370k for the year.

Starting in 2017, the corporate income tax (IRES) rate for Italian companies will be reduced from 27.5% to 24% on the basis of the Stability Law (Law 208 of 28 December 2015). As a result, deferred taxes recognized at 31 December 2015 have been adjusted, leading to a positive impact of € 1,962k on the income statement and a decrease of € 417k in net equity.

Deferred tax assets have also been recognized on tax losses carried forward in the amount of € 4,260k, up to the limit of temporary differences that will lead to taxable income in future years, not offset by deferred tax assets on temporary differences of another kind. The adjustment to the new IRES rate of the amount reported in 2014 had a negative impact of € 650k; the effect on the income statement of tax losses carried forward is therefore € 3,610k.

The following table reconciles effective tax and theoretical tax for 2015. Theoretical tax has been calculated at the tax rates currently in force.

|  | 2015           |              |                | 2014            |              |                 |
|--|----------------|--------------|----------------|-----------------|--------------|-----------------|
|  | IRES<br>27.5%  | IRAP<br>3.9% | Total<br>31.4% | IRES<br>27.5%   | IRAP<br>3.9% | Total<br>31.4%  |
| <b>Pre-tax profit</b>  |                |              | <b>54,307</b>  |                 |              | <b>10,477</b>   |
| <b>Theoretical tax</b>   | <b>14,934</b>  | <b>2,118</b> | <b>17,052</b>  | <b>2,881</b>    | <b>409</b>   | <b>3,290</b>    |
| Permanent differences:   |                |              |                |                 |              |                 |
| - Personnel expense  | (139)          | 1,198        | 1,059          | -               | 6,383        | 6,383           |
| - Dividends and other financial items                          | (25,712)       | (3,224)      | (28,936)       | (21,305)        | (2,528)      | (23,833)        |
| - Impairment losses on equity investments                      | -              | -            | -              | 8,837           | 1,253        | 10,091          |
| - Other  | 5,254          | 436          | 5,690          | 2,007           | (71)         | 1,936           |
| Net effect of unrecognised tax losses for the period           | 5,570          | -            | 5,570          | 7,768           | -            | 7,768           |
| Increase in regional tax rate                                  | -              | 40           | 40             | -               | 333          | 333             |
| Reversal of previous years' temporary differences              | (1,367)        | -            | (1,367)        | (2,652)         | (144)        | (2,796)         |
| Taxed temporary differences deductible in future years         | 1,460          | 197          | 1,657          | 2,464           | (28)         | 2,436           |
| <b>Total</b>   | <b>-</b>       | <b>765</b>   | <b>765</b>     | <b>-</b>        | <b>5,607</b> | <b>5,607</b>    |
| Adjustment of prior years' provision for temporary differences | (3,461)        | (746)        | (4,207)        | -               | -            | -               |
| Taxes on dividends   | 4,370          | -            | 4,370          | 3,815           | -            | 3,815           |
| <b>Current taxes</b>   | <b>909</b>     | <b>19</b>    | <b>928</b>     | <b>3,815</b>    | <b>5,607</b> | <b>9,422</b>    |
| Adjustment on tax rate   | (1,962)        | -            | (1,962)        | -               | -            | -               |
| Reversal net temporary differences for the period              | 1,305          | -            | 1,305          | (9,358)         | -            | (9,358)         |
| Net temporary differences                                      | (1,051)        | -            | (1,051)        | 188             | 172          | 360             |
| Effect of recognised tax losses                                | (4,260)        | -            | (4,260)        | (5,105)         | -            | (5,105)         |
| <b>Net Advance taxes</b>                                       | <b>(5,968)</b> | <b>-</b>     | <b>(5,968)</b> | <b>(14,275)</b> | <b>172</b>   | <b>(14,103)</b> |
| <b>Income tax</b>  | <b>(5,059)</b> | <b>19</b>    | <b>(5,040)</b> | <b>(10,460)</b> | <b>5,779</b> | <b>(4,681)</b>  |

## 2.2.4 Net financial position

The net financial position at the end of 2015 and 2014 is detailed below:

| Note     | (m€)   | 31.12.2015    | 31.12.2014    | Change        |
|----------|--|---------------|---------------|---------------|
| I        | A) Cash on hand  | (22.5)        | (24.1)        | 1.6           |
|          | <b>B) Cash and cash equivalents</b>                      | <b>(22.5)</b> | <b>(24.1)</b> | <b>1.6</b>    |
| II       | <b>C) Current financial assets</b>                       | <b>(5.2)</b>  | <b>(13.0)</b> | <b>7.8</b>    |
|          | D) Bank loans and borrowings, current                    | 22.9          | 7.3           | 15.6          |
|          | E) Other financial liabilities                           | 65.7          | 89.7          | (24.0)        |
| XVI-XVII | <b>F) Current financial indebtedness (D + E)</b>         | <b>88.6</b>   | <b>97.0</b>   | <b>(8.4)</b>  |
|          | <b>G) Net current financial indebtedness (B + C + F)</b> | <b>60.9</b>   | <b>59.9</b>   | <b>1.0</b>    |
| XIX      | H) Loans, net of current portion                         | 277.8         | 307.0         | (29.2)        |
|          | <b>I) Non-current financial indebtedness</b>             | <b>277.8</b>  | <b>307.0</b>  | <b>(29.2)</b> |
|          | <b>J) Net financial indebtedness (G + I) *</b>           | <b>338.7</b>  | <b>366.9</b>  | <b>(28.2)</b> |
| X        | Non-current financial assets                             | (53.0)        | (62.1)        | 9.1           |
|          | <b>Net financial indebtedness</b>                        | <b>285.7</b>  | <b>304.8</b>  | <b>(19.1)</b> |

\* As defined by Consob communication July 28, 2006 and ESMA/2011/81 recommendations.

For commentary, see the notes indicated above for each item.

## 2.2.5 Financial instruments - fair value and risk management

### 2.2.5.1 Fair value

The following tables break down assets and liabilities by category at 31 December 2015 and 2014 and financial instruments measured at fair value by valuation method. The different levels are defined as follows:  
 Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;  
 Level 2 – inputs other than quoted prices included within Level 1 that are observable for the assets and liabilities either directly (prices) or indirectly (derived from prices);  
 Level 3 – inputs for assets and liabilities that are not based on observable market data (unobservable inputs).

| (€k)  | 31.12.2015                       |                       |               |                             |                | 31.12.2015 |                |         |                |
|---|----------------------------------|-----------------------|---------------|-----------------------------|----------------|------------|----------------|---------|----------------|
|   | Carrying amount                  |                       |               |                             | Total          | Fair value |                |         | Total          |
|   | Fair value - hedging instruments | Loans and receivables | Held-for-sale | Other financial liabilities |                | Level 1    | Level 2        | Level 3 |                |
| <b>Financial assets measured at fair value</b>          |                                  |                       |               |                             |                |            |                |         |                |
| Other actions   | -                                | -                     | -             | -                           | -              | -          | -              | -       | -              |
| Fair value of interest rate hedging derivatives         | -                                | -                     | -             | -                           | -              | -          | -              | -       | -              |
| Fair value of currency hedging derivatives              | 516                              | -                     | -             | -                           | 516            | -          | 516            | -       | 516            |
|   | <b>516</b>                       | -                     | -             | -                           | <b>516</b>     | -          | <b>516</b>     | -       | <b>516</b>     |
| <b>Financial assets not measured at fair value</b>      |                                  |                       |               |                             |                |            |                |         |                |
| Cash and cash equivalent                                | -                                | 22,475                | -             | -                           | 22,475         | -          | -              | -       | -              |
| Trade receivables                                       | -                                | 26,971                | -             | -                           | 26,971         | -          | -              | -       | -              |
| Other current assets*                                   | -                                | 21,550                | -             | -                           | 21,550         | -          | -              | -       | -              |
| Other non current assets                                | -                                | 261                   | -             | -                           | 261            | -          | -              | -       | -              |
| Other financial assets (current)                        | -                                | 5,207                 | -             | -                           | 5,207          | -          | -              | -       | -              |
| Other financial assets (non-current)                    | -                                | 52,674                | -             | -                           | 52,674         | -          | -              | -       | -              |
|   | -                                | <b>129,138</b>        | -             | -                           | <b>129,138</b> | -          | -              | -       | -              |
| <b>Financial liabilities measured at fair value</b>     |                                  |                       |               |                             |                |            |                |         |                |
| Fair value of interest rate hedging derivatives         | -                                | -                     | -             | -                           | -              | -          | -              | -       | -              |
| Fair value of currency hedging derivatives              | 34                               | -                     | -             | -                           | 34             | -          | 34             | -       | 34             |
|   | <b>34</b>                        | -                     | -             | -                           | <b>34</b>      | -          | <b>34</b>      | -       | <b>34</b>      |
| <b>Financial liabilities not measured at fair value</b> |                                  |                       |               |                             |                |            |                |         |                |
| Bank overdraft  | -                                | -                     | -             | 57,862                      | 57,862         | -          | -              | -       | -              |
| Unsecured current bank loans and borrowings             | -                                | -                     | -             | 277,813                     | 277,813        | -          | 279,966        | -       | 279,966        |
| Finance leases  | -                                | -                     | -             | -                           | -              | -          | -              | -       | -              |
| Financial liabilities due to others                     | -                                | -                     | -             | 30,600                      | 30,600         | -          | -              | -       | -              |
| Obligations   | -                                | -                     | -             | -                           | -              | -          | -              | -       | -              |
| Trade payables  | -                                | -                     | -             | 170,870                     | 170,870        | -          | -              | -       | -              |
| Other Payables  | -                                | -                     | -             | 20,255                      | 20,255         | -          | -              | -       | -              |
|   | -                                | -                     | -             | <b>557,400</b>              | <b>557,400</b> | -          | <b>279,966</b> | -       | <b>279,966</b> |

\* The fair value of 'Other current assets' does not include the receivables from credit card companies

| (€k)  | 31.12.2014                             |                          |                   |                                   |         |            |         |         |         |
|---|--|--------------------------|-------------------|-----------------------------------|---------|------------|---------|---------|---------|
|   | Carrying amount                        |                          |                   |                                   |         | Fair value |         |         |         |
|   | Fair value -<br>hedging<br>instruments | Loans and<br>receivables | Held-<br>for-sale | Other<br>financial<br>liabilities | Total   | Level 1    | Level 2 | Level 3 | Total   |
| <b>Financial assets measured at fair value</b>          |  |                          |                   |                                   |         |            |         |         |         |
| Other actions   | -                                      | -                        | 12,324            | -                                 | 12,324  | 6,643      | 30,915  | -       | 37,558  |
| Fair value of interest rate hedging derivatives         | -                                      | -                        | -                 | -                                 | -       | -          | -       | -       | -       |
| Fair value of currency hedging derivatives              | 26                                     | -                        | -                 | -                                 | 26      | -          | 26      | -       | 26      |
|   | 26                                     | -                        | 12,324            | -                                 | 12,350  | 6,643      | 30,941  | -       | 37,584  |
| <b>Financial assets not measured at fair value</b>      |  |                          |                   |                                   |         |            |         |         |         |
| Cash and cash equivalent                                | -                                      | 24,064                   | -                 | -                                 | 24,064  | -          | -       | -       | -       |
| Trade receivables                                       | -                                      | 25,674                   | -                 | -                                 | 25,674  | -          | -       | -       | -       |
| Other current assets*                                   | -                                      | 53,266                   | -                 | -                                 | 53,266  | -          | -       | -       | -       |
| Other non current assets                                | -                                      | 269                      | -                 | -                                 | 269     | -          | -       | -       | -       |
| Other financial assets (current)                        | -                                      | 19,594                   | -                 | -                                 | 19,594  | -          | -       | -       | -       |
| Other financial assets (non-current)                    | -                                      | 55,433                   | -                 | -                                 | 55,433  | -          | -       | -       | -       |
|   | -                                      | 178,300                  | -                 | -                                 | 178,300 | -          | -       | -       | -       |
| <b>Financial liabilities measured at fair value</b>     |  |                          |                   |                                   |         |            |         |         |         |
| Fair value of interest rate hedging derivatives         | 3,888                                  | -                        | -                 | -                                 | 3,888   | -          | 3,888   | -       | 3,888   |
| Fair value of currency hedging derivatives              | 1,043                                  | -                        | -                 | -                                 | 1,043   | -          | 1,043   | -       | 1,043   |
|   | 4,931                                  | -                        | -                 | -                                 | 4,931   | -          | 4,931   | -       | 4,931   |
| <b>Financial liabilities not measured at fair value</b> |  |                          |                   |                                   |         |            |         |         |         |
| Bank overdraft  | -                                      | -                        | -                 | 62,308                            | 62,308  | -          | -       | -       | -       |
| Unsecured current bank loans and borrowings             | -                                      | -                        | -                 | 307,020                           | 307,020 | -          | 309,632 | -       | 309,632 |
| Finance leases  | -                                      | -                        | -                 | -                                 | -       | -          | -       | -       | -       |
| Financial liabilities due to others                     | -                                      | -                        | -                 | 29,096                            | 29,096  | -          | -       | -       | -       |
| Obligations   | -                                      | -                        | -                 | -                                 | -       | -          | -       | -       | -       |
| Trade payables  | -                                      | -                        | -                 | 207,092                           | 207,092 | -          | -       | -       | -       |
| Other Payables  | -                                      | -                        | -                 | 17,847                            | 17,847  | -          | -       | -       | -       |
|   | -                                      | -                        | -                 | 623,363                           | 623,363 | -          | 309,632 | -       | 309,632 |

\* The fair value of 'Other current assets' does not include the receivables from credit card companies

In 2015 there were no transfers between different hierarchical levels.

Where the hierarchical level is not specified, the carrying amount approximates fair value.

*(a) Level 1 financial instruments*

The fair value of a financial instrument traded in an active market is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for the financial assets held by the Group is the current bid price.

*(b) Level 2 financial instruments*

The fair value of financial instruments not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques that maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

For level 2, the specific valuation techniques are as follows:

- the fair value of interest rate swap has been estimated considering the present value of future cash flows based on observable yield curves. This fair value takes into account the credit risk of the counterparty determined based on observable market data. It also takes into account the credit risk of the Group, calculated on the basis of credit and other financial ratios and benchmarking. The adjustments to the aforementioned risks are considered not significant at 31 December 2015;
- the fair value of loans and bonds was estimated by discounting future cash flows at a risk-free market interest rate gross of a spread determined on the basis of the Group's credit risk, financial ratios and benchmarking.

### 2.2.5.2 Financial risk management

Autogrill S.p.A. is exposed to the following risks from the use of financial instruments:

- market risk;
- credit risk;
- liquidity risk.

The overall responsibility for the creation and supervision of a risk management system lies with the Board of Directors, which has formed a sub-committee for Control, Risk and Corporate Governance. The sub-committee is responsible for looking into matters concerning Autogrill's control and risk management system and helping the Board of Directors in reaching informed decisions on these issues.

Autogrill's risk management policies are designed to identify and analyze the risks to which the Company is exposed, establish appropriate limits and controls, and monitor the risks and compliance with those limits. These policies and the corresponding systems are revised regularly to reflect any changes in market conditions and in Autogrill's operations. Through training, standards and official procedures, the Company aims to create a disciplined and constructive environment in which its employees are aware of their roles and responsibilities. The Internal Audit unit complements the sub-committee for Control, Risk and Corporate Governance in its



monitoring activities, conducting periodic reviews and spot checks of the controls and risk management procedures and reporting results to the Board of Directors.

This section describes the Company's exposure to each of the risks listed above, its risk objectives and policies, and its means of managing and assessing these risks.

## Market risk

Market risk is the risk that the fair value or future cash flows from a financial instrument may fluctuate due to changes in exchange rates, interest rates or equity instrument prices. The aim of market risk management is to monitor these risks and keep them within acceptable levels, along with their potential impact on the Company's results and financial position.

Autogrill's financial policy places a strong emphasis on the management and control of market risk, in particular with respect to interest rates and exchange rates, given the extent of the Company's borrowings and its international profile.

## Interest rate risk

The aim of interest rate risk management is to control financial expense and its volatility. This entails, through a mix of fixed- and floating-rate liabilities, the predetermination of a portion of financial expense out to a time horizon in keeping with the structure of debt, which in turn must be in line with capital structure and future cash flows. Where it is not possible to obtain the desired risk profile in the capital markets or through banks, it is achieved by using derivatives of amounts and maturities in line with those of the liabilities to which they refer. The derivatives used are mainly interest rate swaps (IRS).

Hedging instruments are allocated to companies with significant exposure to interest rate risk where there are borrowings paying a floating rate (thus exposing the Group to higher finance costs if interest rates rise) or a fixed rate (which means that lower interest rates do not bring about a reduction in financial expense).

When applying the policy and procedures described above, interest rate risk management instruments were accounted for as cash flow hedges, and thus recognized as financial assets and liabilities with a specific balancing entry in the hedging reserve under equity. With regard to the instruments that tested effective, in 2015 Autogrill recognized a fair value gain of € 1,944k (net of the tax effect).

A hypothetical unfavorable change of 1% in the interest rates applicable to assets and liabilities and to interest rate hedges outstanding at 31 December 2015 would increase net financial expense by € 2,720k.

## Exchange rate risk

The Group operates in various countries with functional currencies other than the Euro. In these countries, the procurement policy dictates that raw material purchases and other operating expense be conducted in the same currencies, thereby minimizing exchange rate risk. Such a risk remains with respect to intragroup loans, when granted to subsidiaries that use non-Euro currencies. Under these circumstances, the objective of currency risk management is to neutralize some of this risk in respect of payables and receivables in foreign currency arising from lending transactions in currencies other than the Euro. The derivatives used for these hedging transactions consist mainly of forward currency contracts.

The transactions listed below are stated at their current amount and any change is charged to the income statement, against corresponding changes in the amount of the related assets or liabilities.

The fair value of exchange rate hedges outstanding at 31 December 2015 is as follows:

|     | Notional amount<br>(currency/000) | Expiry     | Spot rate | Forward rate | Fair value<br>(€k) |
|-----|-----------------------------------|------------|-----------|--------------|--------------------|
| CHF | 30,000                            | 27.04.2016 | 1.079     | 1.0749       | 156                |
| CHF | 30,000                            | 27.04.2016 | 1.079     | 1.0746       | 164                |
| CHF | 11,500                            | 25.01.2016 | 1.081     | 1.0803       | (26)               |
| CHF | 1,500                             | 08.01.2016 | 1.078     | 1.0777       | (7)                |
| PLN | 9,300                             | 25.01.2016 | 4.255     | 4.2630       | 3                  |
| USD | 30,000                            | 13.01.2016 | 1.086     | 1.0870       | 57                 |
| USD | 40,000                            | 13.01.2016 | 1.086     | 1.0868       | 83                 |
| USD | 25,000                            | 13.01.2016 | 1.086     | 1.0868       | 52                 |

## Credit risk

Credit risk is the risk that a customer or a financial instrument counterparty may cause a financial loss by defaulting on an obligation. It arises principally in relation to trade receivables and financial investments.

The carrying amount of the financial assets is the Company's maximum exposure to credit risk, in addition to the face value of guarantees given for the borrowings or commitments of third parties.

Exposure as at 31 December 2015 and 31 December 2014 was as follows:

| (€k)                               | 31.12.2015     | 31.12.2014     | Change        |
|------------------------------------|----------------|----------------|---------------|
| Cash and cash equivalents          | 2,205          | 1,022          | 1,183         |
| Other current financial assets     | 5,770          | 32,023         | (26,253)      |
| Trade receivables                  | 26,971         | 25,674         | 1,297         |
| Other current receivables          | 115,781        | 66,338         | 49,443        |
| Other non-current financial assets | 52,674         | 55,432         | (2,758)       |
| Other non-current receivables      | 8,855          | 9,720          | (865)         |
| <b>Total</b>                       | <b>212,256</b> | <b>190,209</b> | <b>22,047</b> |

Exposure to credit risk depends on the specific characteristics of each customer. Autogrill's business model, centered on the relationship with the end consumer, means that trade receivables and thus the relative degree of risk is of little significance in relation to total financial assets, since most sales are paid for in cash.

In most cases, the Company's trade receivables stem from catering service agreements and commercial affiliations.

Other receivables consist mainly of amounts due from Inland Revenue and other government agencies, fees paid in advance, and advances for services or commercial investments made on behalf of concession grantors, for which the degree of credit risk is low.

Financial assets are recognized net of impairment losses calculated on the basis of the counterparty's risk of default. Impairment is determined according to procedures that may require impairment of individual positions, if material, where there is evidence of an objective condition of uncollectability of part or all of the amount due, or generic impairment calculated on the basis of historical and statistical data.

Other current and non-current financial assets stem mainly from loans granted to direct and indirect subsidiaries.

The geographical breakdown is as follows:

### Current financial assets

| (€k)            | 2015         | %             |
|-----------------|--------------|---------------|
| Austria         | 1            | 0.0%          |
| Belgium         | 60           | 1.0%          |
| Germany         | 68           | 1.2%          |
| Greece          | 1,372        | 23.8%         |
| Italy           | 4,150        | 71.9%         |
| France          | 36           | 0.6%          |
| The Netherlands | 81           | 1.4%          |
| Poland          | 2            | 0.0%          |
| <b>Total</b>    | <b>5,770</b> | <b>100.0%</b> |

## Non-current financial assets

| (€k)            | 2015          | %             |
|-----------------|---------------|---------------|
| Italy           | 9,569         | 18.2%         |
| Austria         | 3,605         | 6.8%          |
| Poland          | 2,300         | 4.4%          |
| The Netherlands | 11,400        | 21.6%         |
| France          | 25,800        | 49.0%         |
| <b>Total</b>    | <b>52,674</b> | <b>100.0%</b> |

Trade receivables are mainly governed by affiliation contacts with motorway partners and others under special agreement. The company's business model, focused on the final consumer, means that trade receivables are not materially significant in that sales are generally settled in cash. Affiliation entails the supply of merchandise and the payment of royalties for the operation of stores in Italy.

Motorway partnerships involve the sharing of expenses and capital expenditure on shared concession areas.

The following table shows the aging of invoiced trade receivables by class of debtor as at 31 December 2015.

| (€k)               | Incidence on total receivables | Receivables   | Overdue       | 1-3 months   | 3-6 months | 6 months-1 year | Over 1 years |
|--------------------|--------------------------------|---------------|---------------|--------------|------------|-----------------|--------------|
| Affiliates         | 22%                            | 5,905         | 2,873         | 798          | -          | 2,075           | -            |
| Special agreements | 12%                            | 3,153         | 1,152         | 793          | -          | 359             | -            |
| Motorway partners  | 15%                            | 3,965         | 3,022         | 813          | -          | 2,209           | -            |
| Intercompany       | 16%                            | 4,425         | -             | -            | -          | -               | -            |
| Other              | 35%                            | 9,523         | 3,817         | 424          | -          | 3,393           | -            |
| <b>Total</b>       |                                | <b>26,971</b> | <b>10,864</b> | <b>2,828</b> | <b>-</b>   | <b>8,036</b>    | <b>-</b>     |

First-demand bank guarantees are required on entering into affiliation agreements to cover exposure. At the end of 2015 these guarantees amounted to € 3.877k.

All current receivables are analyzed monthly to determine potential collection problems, any action to be taken, and the adequacy of the allowance for impairment. The allowance for impairment is deemed sufficient with respect to existing credit risk.

There is no significant concentration of credit risk: the top 10 customers account for 31% of total trade receivables, and the largest customer (Tamoil Italia S.p.A.) for 5%.

## Liquidity risk

Liquidity risk arises when it proves difficult to meet the obligations relating to financial liabilities.

The Company manages liquidity by ensuring that to the extent possible, it always has sufficient funds to meet its obligations on time, without incurring excessive charges or risking damage to its reputation.

The elements that make up the Company's liquidity are the resources generated or absorbed by operating and investing activities, the characteristics of its debt, and financial market conditions.

Autogrill S.p.A. has acted promptly to ensure adequate financial coverage with respect to amounts and maturities, and has no significant imminent payments to meet on existing loans.

Exposure and maturity data at the close of 2015 and 2014 were as follows:

|   |                 | 31.12.2015             |                |            |                 |           |                |              |
|---|-----------------|------------------------|----------------|------------|-----------------|-----------|----------------|--------------|
|   |                 | Contractual cash flows |                |            |                 |           |                |              |
| Non derivative financial liabilities (€k) | Carrying amount | Total                  | 1-3 months     | 3-6 months | 6 months-1 year | 1-2 years | 2-5 years      | Over 5 years |
| Current account overdrafts                | 22,862          | 22,862                 | 22,862         | -          | -               | -         | -              | -            |
| Lease payments due to others              | 315,000         | 315,000                | 35,000         | -          | -               | -         | 280,000        | -            |
| Trade payables                            | 170,598         | 170,598                | 170,598        | -          | -               | -         | -              | -            |
| Due to suppliers for investments          | 14,244          | 14,244                 | 14,244         | -          | -               | -         | -              | -            |
| <b>Total</b>                              | <b>522,704</b>  | <b>522,704</b>         | <b>242,704</b> | -          | -               | -         | <b>280,000</b> | -            |

|   |                 | 31.12.2014             |                |            |                 |                |           |              |
|---|-----------------|------------------------|----------------|------------|-----------------|----------------|-----------|--------------|
|   |                 | Contractual cash flows |                |            |                 |                |           |              |
| Non derivative financial liabilities (€k) | Carrying amount | Total                  | 1-3 months     | 3-6 months | 6 months-1 year | 1-2 years      | 2-5 years | Over 5 years |
| Current account overdrafts                | 7,308           | 7,308                  | 7,308          | -          | -               | -              | -         | -            |
| Lease payments due to others              | 363,571         | 363,571                | 55,000         | -          | -               | 308,571        | -         | -            |
| Trade payables                            | 181,546         | 181,546                | 181,546        | -          | -               | -              | -         | -            |
| Due to suppliers for investments          | 14,657          | 14,657                 | 14,657         | -          | -               | -              | -         | -            |
| <b>Total</b>                              | <b>567,082</b>  | <b>567,082</b>         | <b>258,511</b> | -          | -               | <b>308,571</b> | -         | -            |

On 12 March 2015 Autogrill S.p.A. contracted a new loan in the amount of € 600m. This is composed of an amortizing term loan of € 200m and a revolving credit facility of € 400m, both maturing in March 2020. It has been used for the early reimbursement of the revolving credit facilities maturing in July 2016 and to finance the Group's operations.

The contract for the outstanding loan includes covenants requiring the satisfaction of certain economic and financial ratios, specifically, the leverage ratio (net indebtedness/EBITDA) and interest coverage (EBITDA/net financial expense). Those ratios are calculated considering the Autogrill Group as a whole.

As for exposure to trade payables, there is no significant concentration of suppliers: the top 10 account for 47% of the total, the largest (Autostrade per l'Italia S.p.A.) for 17%, and the second largest (Energrid S.p.A.) for 9%.

## 2.2.6 Seasonal patterns

The Company's performance correlates with travel trends. Business activity is above average in the second half of the year, mainly due to summer holiday traffic.

## 2.2.7 Guarantees given, commitments and contingent liabilities

### Guarantees and commitments

Guarantees given and commitments assumed come to € 179,742k, as follows:

| (€k)  | 31.12.2015     | 31.12.2014     | Change          |
|---|----------------|----------------|-----------------|
| Sureties and personal guarantees in favour of third parties | 158,517        | 183,948        | (25,431)        |
| Sureties and personal guarantees in favour of subsidiaries  | 165            | 2,201          | (2,036)         |
| Other commitments and guarantees                            | 21,060         | 20,774         | 286             |
| <b>Total</b>  | <b>179,742</b> | <b>206,923</b> | <b>(27,181)</b> |

"Sureties and personal guarantees in favor of third parties" have been issued in accordance with customary market practice.

"Sureties and personal guarantees in favor of subsidiaries" were issued to financial backers of direct or indirect subsidiaries.

The change since 31 December 2014 is due to the termination of sureties in favor of HMSHost Ireland Ltd. and Autogrill Polska Sp.zo.o., the redetermination of the amounts guaranteed by sureties in favor of various suppliers (reduction of € 2.8m), and the termination of sureties as a result of standard business operations, including Autogrill's departure from various locations upon expiration of the concession agreement.

Other commitments and guarantees refer to the value of third-party assets used by the Company.

### Contingent liabilities

As at 31 December 2015, there were no contingent liabilities as described in IAS 37.

## 2.2.8 Operating leases

The Company carries on its core business under various forms of operating leases.

The management and provision of catering services along motorways or in airports is assigned by the motorway or airport operator to specialized companies under sub-concession arrangements.

In railway stations, in addition to this kind of contract, there are also commercial leases.

It frequently occurs that a subconcession for all the services of an entire motorway service area or airport terminal is assigned to a single entity, which then sub-assigns each individual service to a number of specialized firms.

The most common forms of agreement are commercially described as follows.

### Access concession

An access concession exists when ownership of the land and buildings along the motorway is in the hands of a private firm (like Autogrill), which negotiates access rights with the motorway Company with the commitment to sell fuel and lubricants and/or food and beverages to motorway users. The firm accepts the obligation to pay rent to the motorway as well as certain stipulations regarding the way the services are to be provided and the hours of operation.

### Area concession

The motorway company authorizes an entity (i) to build a service station and/or shop/restaurant on land which it owns and (ii) to carry on this business against payment of a fee based on turnover, with certain stipulations regarding the way the services are to be provided and the hours of operation.

On expiry of the contract, the assets built for provision of services are to be transferred free of charge to the motorway company.

Usually the holder of an area concession is a petrol company, which in turn can assign management of restaurant services to a specialized firm, generally through a business lease.

### Service concession

The motorway operator authorizes separate contractors by means of distinct independent contracts to (i) build a service station and/or shop/restaurant on land which it owns and (ii) carry out this business against payment of a fee based on turnover, with certain stipulations regarding the way the services are to be provided and the hours of operation. On expiry of the contract, the assets built for this purpose are to be transferred free of charge to the motorway company.

Service concessions are also used in airport terminals where the contractor is authorized to sell food and beverages after installing the necessary equipment and furnishings at its own expense, against payment of a fee - usually based on turnover - and an agreement to guarantee service during the opening hours specified by the grantor. The contractor may have to transfer the assets free of charge when the concession expires, although this is fairly uncommon.

## Business lease and commercial lease

Leasing a business or parts thereof allows an operator to use rights and/or buildings, equipment etc. organized to serve food and beverage products. In some cases the business consists of an authorization to operate and of administrative licenses. In these cases the operator incurs the necessary capital expenditure and provides the service. In other cases, a firm leases a company consisting of both the authorization and the necessary buildings and equipment. Leasing a company in the concession business entails the obligation to ensure continuity of service and payment of a comprehensive fee which includes all amounts due to the concession grantor.

In a commercial lease, the operator uses buildings for business activity against payment of rent. The premises are equipped and furnished according to the specifications and at the expense of the operator, who must clear the premises when the lease expires.

These kinds of concession are common (i) along motorways, where there are area or service sub-concessions assigned to a petrol company, which then turns to a caterer, and (ii) in cities, railway stations and shopping centers, according to the business objectives of the owner of the property.

## Sub-contract

The operator prepares and serves food and beverages using its own equipment and staff, and receives payment based on turnover (sales to the consumer). The party awarding the contract owns the property and has title to all the takings.

The table below gives details by due date of the company's future minimum lease payments at the end of the year, showing those concerning operations sub-leased to others:

| Years (€m)       | 2015                         |                            |                            |
|------------------|------------------------------|----------------------------|----------------------------|
|                  | Total minimum lease payments | Minimum sub-lease payments | Net minimum lease payments |
| 2016             | 85.4                         | 2.0                        | 83.4                       |
| 2017             | 69.3                         | 1.9                        | 67.4                       |
| 2018             | 57.7                         | 1.2                        | 56.5                       |
| 2019             | 49.0                         | 0.8                        | 48.2                       |
| 2020             | 41.9                         | 0.8                        | 41.1                       |
| Subsequent years | 240.8                        | 3.6                        | 237.2                      |
| <b>Total</b>     | <b>544.1</b>                 | <b>10.3</b>                | <b>533.8</b>               |



## 2.2.9 Other information

### Related party transactions

Autogrill S.p.A. is controlled by Schematrentaquattro S.p.A., which owns 50.1% of its ordinary shares. Schematrentaquattro S.p.A. is a wholly-owned subsidiary of Edizione S.r.l.

All related-party transactions are carried out in the Company's interest and at arm's length.

In 2015 Autogrill S.p.A. had no transactions with its direct parent, Schematrentaquattro S.p.A.

### Transactions with Edizione S.r.l.

| Income statement (€k)   | 2015 | 2014 | Change |
|-------------------------|------|------|--------|
| Other operating income  | 41   | 92   | (51)   |
| Other operating expense | 120  | 78   | 42     |
| Personnel expense       | 106  | 114  | (8)    |

| Statement of financial position (€k) | 31.12.2015 | 31.12.2014 | Change |
|--------------------------------------|------------|------------|--------|
| Other receivables                    | 14,479     | 14,753     | (274)  |
| Other payables                       | 139        | 126        | 13     |

"Other operating income" refers to services rendered by Autogrill S.p.A. for the use of equipped premises at the Rome offices.

"Other operating expense" consists mainly of the cost of meetings and conferences.

"Personnel expense" refers to fees earned by a director of Autogrill S.p.A. and paid back to Edizione S.r.l. where he serves as executive manager.

"Other receivables" consist of:

- € 12,467k for the IRES (corporate income tax) refund due as a result of art. 2 of Decree Law 201/2011, which recognized the deductibility of IRAP (regional tax) pertaining to personnel expense paid from 2007 to 2011;
- € 1,704k for the IRES refund for the deduction from taxable income of the portion of IRAP concerning personnel expense paid from 2004 to 2007 (Law 185/2008); The net decrease for the year concerns the partial refund received in July 2015 (€ 503k) and receipt of € 184k in interest. This receivable was collected in January 2016;
- € 288k for taxes withheld in 2014 and transferred to the consolidating company and ultimate parent, Edizione S.r.l. In accordance with the tax consolidation rules, the amount will be reimbursed after their use.

"Other payables" include the fees accrued at 31 December 2015 to the director mentioned under "Personnel expense" above.

## Transactions with related companies

2. Separate financial statements

|  | Atlantia group |        | Benetton Group S.r.l. |      |
|--|----------------|--------|-----------------------|------|
|  | 2015           | 2014   | 2015                  | 2014 |
| <b>Income statement (€k)</b>               |                |        |                       |      |
| Revenue                                    | 35             | 39     | -                     | -    |
| Other operating income                     | 600            | 581    | 394                   | 393  |
| Raw materials, supplies and goods          | 218            | 108    | -                     | -    |
| Other operating expense                    | 2,975          | 2,874  | -                     | -    |
| Leases, rentals, concessions and royalties | 75,309         | 78,412 | -                     | -    |
| Personnel expense                          | -              | -      | -                     | -    |
| Financial income                           | -              | -      | -                     | -    |
| Financial expense                          | 851            | 1,384  | -                     | -    |

|   | Atlantia group |            | Benetton Group S.r.l. |            |
|---|----------------|------------|-----------------------|------------|
|   | 31.12.2015     | 31.12.2014 | 31.12.2015            | 31.12.2014 |
| <b>Statement of financial position (€k)</b> |                |            |                       |            |
| Trade receivables                           | 1,243          | 1,032      | 222                   | 329        |
| Other receivables                           | 1,247          | 1,058      | -                     | -          |
| Financial receivables                       | -              | -          | -                     | -          |
| Trade payables                              | 32,580         | 34,216     | -                     | -          |
| Other payables                              | -              | -          | -                     | -          |
| Financial payables                          | -              | -          | -                     | -          |

| Edizione Property S.p.A. |      | Olimpias Group S.r.l. |      | Verde Sport S.p.A. |      | World Duty Free Group |      |
|--------------------------|------|-----------------------|------|--------------------|------|-----------------------|------|
| 2015                     | 2014 | 2015                  | 2014 | 2015               | 2014 | 2015                  | 2014 |
| -                        | -    | -                     | -    | 5                  | 11   | -                     | -    |
| 8                        | 5    | -                     | -    | 8                  | -    | -                     | 205  |
| -                        | -    | 35                    | 80   | -                  | -    | -                     | -    |
| -                        | -    | -                     | -    | 45                 | 45   | -                     | 28   |
| -                        | -    | -                     | -    | -                  | -    | -                     | -    |
| -                        | -    | -                     | -    | -                  | -    | -                     | -    |
| -                        | -    | -                     | -    | -                  | -    | -                     | -    |
| -                        | -    | -                     | -    | -                  | -    | -                     | -    |

| Edizione Property S.p.A. |            | Olimpias Group S.r.l. |            | Verde Sport S.p.A. |            | World Duty Free Group |            |
|--------------------------|------------|-----------------------|------------|--------------------|------------|-----------------------|------------|
| 31.12.2015               | 31.12.2014 | 31.12.2015            | 31.12.2014 | 31.12.2015         | 31.12.2014 | 31.12.2015            | 31.12.2014 |
| 8                        | 5          | -                     | -          | -                  | 1          | -                     | -          |
| -                        | -          | -                     | -          | -                  | -          | -                     | 153        |
| -                        | -          | -                     | -          | -                  | -          | -                     | -          |
| -                        | -          | 18                    | 66         | -                  | -          | -                     | -          |
| -                        | -          | -                     | -          | -                  | -          | -                     | (1)        |
| -                        | -          | -                     | -          | -                  | -          | -                     | -          |

In detail:

**Atlantia Group:** "Other operating income" refers mainly to the recovery of extraordinary maintenance costs incurred at a rest area and commissions on sales of Viacards (automatic toll collection cards).

"Other receivables" consist primarily of fees for cleaning services at rest stops and co-marketing fees for customer discounts and promotions.

"Other operating expense" refers chiefly to the management of motorway locations.

"Leases, rentals, concessions and royalties" refer to concession fees and accessory costs pertaining to the year.

"Trade payables" originate from the same transactions.

"Financial expense" reflects interest accrued at the annual rate of 5.05% in relation to the revised payment schedule for concession fees.

"Other payables" originate from the same transactions.

**Benetton Group S.r.l.:** "Other operating income" refers to rent and related charges for the sublet of premises in Via Dante, Milan. The amount due will be settled in installments until the sub-lease expires in April 2017.

**Olimpias Group S.r.l.:** costs refer to the purchase of uniforms for sales personnel and the purchase of sundry materials.

**Verde Sport S.p.A.:** "Other operating expense" concerns the commercial sponsorship of youth sports at the facilities housed at "La Ghirada – Città dello Sport".

"Revenue" refers to the sale of products relating to the commercial affiliation contract for the operation of an outlet at those facilities.

### Transactions with subsidiaries

Transactions with Autogrill S.p.A.'s subsidiaries, summarized in the table below, are recurring and are both financial and commercial in nature. The amounts shown below refer to transactions carried out during the year and to asset and liability balances as at 31 December 2015.

|  | Autogrill Austria A.G. |      | Autogrill Belux N.V. |      | Autogrill Schweiz A.G. |       |
|--|------------------------|------|----------------------|------|------------------------|-------|
|  | 2015                   | 2014 | 2015                 | 2014 | 2015                   | 2014  |
| <b>Income statement (€k)</b>             |                        |      |                      |      |                        |       |
| Revenue                                  | 25                     | 37   | 3                    | -    | 12                     | 6     |
| Other operating income                   | 62                     | 71   | 231                  | 233  | 1,414                  | 1,532 |
| Raw materials, supplies and goods        | -                      | -    | -                    | -    | -                      | -     |
| Other operating expense                  | (3)                    | -    | 256                  | 368  | 80                     | 29    |
| Leases, rentals, concessions and royalty | -                      | -    | -                    | -    | -                      | -     |
| Personell expense                        | -                      | -    | 737                  | 890  | 140                    | 148   |
| Financial income                         | 77                     | 42   | 2,002                | -    | 4,422                  | 1,230 |
| Financial expense                        | -                      | -    | 55                   | 33   | 20                     | 11    |

|   | Autogrill Austria A.G. |            | Autogrill Belux N.V. |            | Autogrill Schweiz A.G. |            |
|---|------------------------|------------|----------------------|------------|------------------------|------------|
|   | 31.12.2015             | 31.12.2014 | 31.12.2015           | 31.12.2014 | 31.12.2015             | 31.12.2014 |
| <b>Statement of financial position (€k)</b> |                        |            |                      |            |                        |            |
| Trade receivables                           | 62                     | 37         | -                    | -          | 262                    | 271        |
| Other receivables                           | 182                    | 149        | 111                  | 150        | 179                    | 240        |
| Financial receivables                       | 3,607                  | 4,899      | 60                   | -          | -                      | -          |
| Trade payables                              | -                      | -          | -                    | -          | -                      | -          |
| Other payables                              | 16                     | 7          | 342                  | 730        | 199                    | 414        |
| Financial payables                          | -                      | -          | 6,976                | 10,021     | 12,024                 | 10,402     |

|  | Autogrill Nederland B.V. |      | Autogrill Polska Sp.zo.o. |       | Autogrill D.o.o. |      |
|--|--------------------------|------|---------------------------|-------|------------------|------|
|  | 2015                     | 2014 | 2015                      | 2014  | 2015             | 2014 |
| <b>Income statement (€k)</b>             |                          |      |                           |       |                  |      |
| Revenue                                  | -                        | -    | -                         | 1     | 9                | 7    |
| Other operating income                   | 19                       | 24   | 2                         | 22    | 4                | 3    |
| Raw materials, supplies and goods        | -                        | -    | -                         | -     | -                | -    |
| Other operating expense                  | (2)                      | 35   | (2)                       | -     | (1)              | -    |
| Leases, rentals, concessions and royalty | -                        | -    | -                         | -     | -                | -    |
| Personell expense                        | 6                        | 63   | (219)                     | (242) | -                | -    |
| Financial income                         | 243                      | 318  | 82                        | 61    | -                | -    |
| Financial expense                        | -                        | -    | -                         | -     | -                | -    |

|   | Autogrill Nederland B.V. |            | Autogrill Polska Sp.zo.o. |            | Autogrill D.o.o. |            |
|---|--------------------------|------------|---------------------------|------------|------------------|------------|
|   | 31.12.2015               | 31.12.2014 | 31.12.2015                | 31.12.2014 | 31.12.2015       | 31.12.2014 |
| <b>Statement of financial position (€k)</b> |                          |            |                           |            |                  |            |
| Trade receivables                           | -                        | -          | -                         | -          | -                | -          |
| Other receivables                           | 11                       | 13         | 60                        | 73         | 3                | 2          |
| Financial receivables                       | 11,480                   | 14,255     | 2,301                     | 2,236      | -                | -          |
| Trade payables                              | -                        | -          | -                         | -          | -                | -          |
| Other payables                              | 38                       | 71         | 2                         | 3          | 4                | 4          |
| Financial payables                          | -                        | -          | -                         | -          | -                | -          |

\* Companies sold to a subsidiary of HMSHost Corporation (HMSHost International B.V.) in the month of January 2015

| Autogrill Czech S.r.o. |      | Autogrill Deutschland GmbH |       | Autogrill Iberia S.L.U. |      | Autogrill Côté France S.a.s. |       | Autogrill Hellas E.p.E. |      |
|------------------------|------|----------------------------|-------|-------------------------|------|------------------------------|-------|-------------------------|------|
| 2015                   | 2014 | 2015                       | 2014  | 2015                    | 2014 | 2015                         | 2014  | 2015                    | 2014 |
| 9                      | 79   | -                          | -     | -                       | -    | -                            | 2     | 72                      | 86   |
| 3                      | 2    | 562                        | 307   | 455                     | 455  | 1,820                        | 1,897 | 3                       | 3    |
| -                      | -    | -                          | -     | -                       | -    | -                            | -     | -                       | -    |
| (2)                    | -    | (19)                       | 3     | 31                      | 47   | 118                          | 195   | (3)                     | 3    |
| -                      | -    | -                          | -     | -                       | 2    | -                            | -     | -                       | -    |
| -                      | -    | (109)                      | (129) | 163                     | 131  | 566                          | 533   | (3)                     | -    |
| -                      | -    | -                          | -     | 15                      | 11   | 643                          | 760   | 29                      | 40   |
| -                      | -    | 65                         | 37    | -                       | -    | -                            | -     | -                       | -    |

| Autogrill Czech S.r.o. |            | Autogrill Deutschland GmbH |            | Autogrill Iberia S.L.U. |            | Autogrill Côté France S.a.s. |            | Autogrill Hellas E.p.E. |            |
|------------------------|------------|----------------------------|------------|-------------------------|------------|------------------------------|------------|-------------------------|------------|
| 31.12.2015             | 31.12.2014 | 31.12.2015                 | 31.12.2014 | 31.12.2015              | 31.12.2014 | 31.12.2015                   | 31.12.2014 | 31.12.2015              | 31.12.2014 |
| -                      | -          | -                          | -          | -                       | -          | -                            | 2          | -                       | 31         |
| 3                      | 2          | 541                        | 178        | 185                     | 250        | 905                          | 1,057      | 4                       | 5          |
| -                      | -          | 68                         | 68         | -                       | -          | 25,836                       | 24,769     | 1,372                   | 1,854      |
| -                      | -          | -                          | -          | -                       | 1          | -                            | -          | -                       | -          |
| 8                      | 3          | 143                        | 43         | 135                     | 122        | 281                          | 379        | 9                       | 13         |
| -                      | -          | 11,783                     | 8,718      | -                       | -          | 2                            | -          | -                       | -          |


| HMShost Corporation |        | Autogrill Catering UK Ltd. * |      | HMShost Sweden A.B. * |      | HMShost Ireland Ltd * |      | Nuova Sidap S.r.l. |         | HMShost Egypt Catering & Services Ltd. |      |
|---------------------|--------|------------------------------|------|-----------------------|------|-----------------------|------|--------------------|---------|--|------|
| 2015                | 2014   | 2015                         | 2014 | 2015                  | 2014 | 2015                  | 2014 | 2015               | 2014    | 2015                                   | 2014 |
| -                   | 1      | -                            | -    | -                     | -    | -                     | -    | 20,358             | 16,553  | -                                      | -    |
| 233                 | 624    | -                            | 31   | -                     | 3    | -                     | 19   | 937                | (1,151) | -                                      | 1    |
| -                   | -      | -                            | -    | -                     | -    | -                     | -    | 3,881              | 761     | -                                      | -    |
| 14                  | 171    | -                            | 1    | -                     | -    | -                     | -    | 1,293              | 1,384   | -                                      | -    |
| -                   | -      | -                            | -    | -                     | -    | -                     | -    | (3,223)            | (2,589) | -                                      | -    |
| (236)               | -      | -                            | -    | -                     | -    | -                     | -    | (707)              | (1,023) | -                                      | -    |
| 92,014              | 80,321 | -                            | 454  | -                     | -    | -                     | 13   | 94                 | 72      | -                                      | -    |
| -                   | -      | -                            | -    | -                     | 17   | -                     | -    | 2                  | 11      | -                                      | -    |

| HMShost Corporation |            | Autogrill Catering UK Ltd. * |            | HMShost Sweden A.B. * |            | HMShost Ireland Ltd * |            | Nuova Sidap S.r.l. |            | HMShost Egypt Catering & Services Ltd. |            |
|---------------------|------------|------------------------------|------------|-----------------------|------------|-----------------------|------------|--------------------|------------|--|------------|
| 31.12.2015          | 31.12.2014 | 31.12.2015                   | 31.12.2014 | 31.12.2015            | 31.12.2014 | 31.12.2015            | 31.12.2014 | 31.12.2015         | 31.12.2014 | 31.12.2015                             | 31.12.2014 |
| -                   | 1          | -                            | -          | -                     | -          | -                     | -          | 4,101              | 2,682      | -                                      | -          |
| 87,417              | 490        | -                            | 16         | -                     | 5          | -                     | 3          | 62                 | 5,242      | -                                      | 2          |
| -                   | -          | -                            | 19,107     | -                     | -          | -                     | -          | 11,634             | 6,345      | -                                      | -          |
| -                   | -          | -                            | -          | -                     | -          | -                     | -          | 272                | 1,170      | -                                      | -          |
| 2,666               | 171        | -                            | 17         | -                     | 18         | -                     | -          | 1,726              | 760        | -                                      | -          |
| -                   | -          | -                            | -          | -                     | -          | -                     | -          | -                  | -          | -                                      | -          |

Summary of related party transactions as a percentage of financial statement figures:

  
2015

| Income statement (€k)                    | Total related companies * | Autogrill S.p.A. | %   |
|--|---------------------------|------------------|-----|
| Revenue                                  | 20,529                    | 988,492          | 2%  |
| Other operating income                   | 6,797                     | 65,982           | 10% |
| Raw materials, supplies and goods        | 4,134                     | 477,819          | 1%  |
| Other operating expense                  | 5,113                     | 118,862          | 4%  |
| Leases, rentals, concessions and royalty | 72,086                    | 161,151          | 45% |
| Personell expense                        | 5,867                     | 270,643          | 2%  |
| Financial income                         | 99,621                    | 100,715          | 99% |
| Financial expense                        | 993                       | 18,039           | 6%  |

  
31.12.2015

| Statement of financial position (€k) | Total related companies * | Autogrill S.p.A. | %   |
|--------------------------------------|---------------------------|------------------|-----|
| Trade receivables                    | 5,899                     | 26,971           | 22% |
| Other receivables                    | 105,401                   | 144,424          | 73% |
| Financial receivables                | 56,358                    | 58,444           | 96% |
| Trade payables                       | 32,871                    | 170,870          | 19% |
| Other payables                       | 7,116                     | 79,518           | 9%  |
| Financial payables                   | 30,786                    | 308,736          | 10% |

\* The heading "Total related parties" covers transactions with Edizione S.r.l., subsidiaries, other related companies, and executives with strategic responsibilities.



## Remuneration of directors and managers with strategic responsibilities

The following remuneration was paid to members of the Board of Directors and to executives with strategic responsibilities during the year ended 31 December 2015:

| Name  | Office held | Term of office          | Remuneration (€) | Bonuses and other incentive (€) | Non-monetary benefits (€) | Other fees (€)   |
|---|-------------|-------------------------|------------------|---------------------------------|---------------------------|------------------|
| Gilberto Benetton                                   | Chairman    | 2014–2016               | 57,200           | -                               | -                         | -                |
| Tondato Da Ruos Gianmario                           | CEO         | 2014–2016               | 517,200          | 200,000                         | 38,819                    | 401,099          |
| Alessandro Benetton                                 | Director    | 2014–2016               | 56,000           | -                               | -                         | -                |
| Paolo Roverato                                      | Director    | 2014–2016               | 105,600          | -                               | -                         | -                |
| Gianni Mion   | Director    | 2014–2016               | 83,200           | -                               | -                         | -                |
| Tommaso Barracco                                    | Director    | 2014–2016               | 84,400           | -                               | -                         | -                |
| Stefano Orlando                                     | Director    | 2014–2016               | 93,200           | -                               | -                         | -                |
| Massimo Fasanella d'Amore di Ruffano                | Director    | 2014–2016               | 106,800          | -                               | -                         | -                |
| Carolyn Dittmeier                                   | Director    | 2014–2016               | 96,800           | -                               | -                         | -                |
| Neriman Ülsever                                     | Director    | from 28.05.2014 to 2016 | 56,000           | -                               | -                         | -                |
| Francesco Chiappetta                                | Director    | from 28.05.2014 to 2016 | 82,000           | -                               | -                         | -                |
| Ernesto Albanese                                    | Director    | from 28.05.2014 to 2016 | 56,600           | -                               | -                         | -                |
| Giorgina Gallo                                      | Director    | from 28.05.2014 to 2016 | 95,600           | -                               | -                         | -                |
| <b>Total directors</b>                              |             |                         | <b>1,490,600</b> | <b>200,000</b>                  | <b>38,819</b>             | <b>401,099</b>   |
| Managers with strategic responsibilities (8 people) |             |                         | -                | 572,347                         | 234,356                   | 2,486,885        |
| <b>Total</b>  |             |                         | <b>1,490,600</b> | <b>772,347</b>                  | <b>273,175</b>            | <b>2,887,984</b> |

The CEO's remuneration includes his executive salary from Autogrill S.p.A., shown under "Other fees," and the amounts accrued under the long-term incentive plan.

The CEO's contract states that if he resigns with just cause or is dismissed by the Company without just cause, the Company will top up the standard indemnity in lieu of notice (provided for in the national collective managers' contract for the commercial sector) with a further indemnity such that the total amount is no less than € 2m.

In 2010, the CEO received 425,000 options under the 2010 stock option plan; 330,073 of the options vested on 20 April 2014. In addition, under the 2014 phantom stock option plan described below, he received 883,495 options in Wave 1, 565,217 options in Wave 2 and 505,556 options in Wave 3.

A significant portion of the variable compensation received by the CEO and by the eight executives with strategic responsibilities is tied to the achievement of specific targets established in advance by the Board, by virtue of their participation in management incentive plans. In particular, the CEO and top managers participated during the year in an annual bonus system involving earnings and financial targets and other strategic objectives for the Group and/or the relevant business unit, as well as individual objectives.

See the section "Incentive plans for directors and executives with strategic responsibilities" for a description of the plans in force.

### Statutory auditors' fees

Statutory auditors' fees are as follows:

| Name                            | Office held      | Term of office        | Fees (€k)      | Other fees (€k) |
|---------------------------------|------------------|-----------------------|----------------|-----------------|
| Marco Giuseppe Maria Rigotti    | Chairman         | 01.01.2015–31.12.2017 | 81,973         |                 |
| Luigi Biscozzi                  | Standing auditor | 01.01.2015–28.05.2015 | 23,360         | 18,741          |
| Eugenio Colucci                 | Standing auditor | 01.01.2015–31.12.2017 | 52,014         | 6,082           |
| Antonella Carù                  | Standing auditor | 28.05.2015–31.12.2017 | 29,863         |                 |
| <b>Total Statutory Auditors</b> |                  |                       | <b>187,210</b> | <b>24,823</b>   |

"Other fees" refer to those accrued for standing auditor duties at the subsidiary Nuova Sidap S.r.l.

### Independent auditors' fees for audit and other services

| Type of service | Service Provider           | Recipient        | Fees (€k)  |
|-----------------|----------------------------|------------------|------------|
| Auditing        | Deloitte & Touche S.p.A.   | Autogrill S.p.A. | 269        |
| Attestation     | Deloitte & Touche S.p.A.   | Autogrill S.p.A. | 50         |
| Other services  | Deloitte & Touche S.p.A.   | Autogrill S.p.A. | 25         |
|                 | Deloitte Consulting S.r.l. | Autogrill S.p.A. | 180        |
| <b>Total</b>    |                            |                  | <b>524</b> |

## Incentive plans for directors and managers with strategic responsibilities

### 2010 Stock option plan

On 20 April 2010, the Annual General Meeting approved a stock option plan entitling executive directors and employees with strategic responsibilities of Autogrill S.p.A. and/or its subsidiaries to subscribe to or purchase ordinary Autogrill shares at the ratio of one share per option granted. The options are granted to beneficiaries free of charge and once the vesting period has elapsed, may be exercised between 20 April 2014 and 30 April 2015, at a strike price calculated as the average stock market price for the month preceding the grant date.

To service the plan, the extraordinary Annual General Meeting of 20 April 2010 also approved a share capital increase against payment, valid whether subscribed in full or in part, and excluding subscription rights pursuant to Art. 2441(5) and (8) of the Italian Civil Code and Art. 134(2) of Legislative Decree 58 of 24 February 1998, by a maximum par value of € 1,040,000 (plus share premium), to be carried out no later than 30 May 2015 through the issue of up to 2,000,000 ordinary Autogrill shares in one or more tranches.

The stock option plan approved by the Annual General Meeting states that the options assigned will only vest if, at the end of the vesting period, the terminal value of Autogrill shares is € 11 or higher. The terminal value is defined as the average official price of Autogrill S.p.A. ordinary shares during the three months prior to the last day of the vesting period, plus the dividends paid during the period lasting from the grant date until the end of the vesting period.

The number of options vested will then correspond to a percentage of the options assigned, ranging from 30% for a terminal value of € 11 per share to 100% for a terminal value of € 17 per share or higher. For each beneficiary there is also a "theoretical maximum capital gain" by virtue of which, regardless of other estimates, the number of options exercisable will be limited to the ratio "theoretical maximum capital gain"/(fair value - strike price)<sup>1</sup>. The plan does not allow beneficiaries to request cash payments in alternative to the assignment of shares.

On 10 November 2010, the Board of Directors granted 1,261,000 options, out of the 2,000,000 available, to 11 beneficiaries meeting the requirements of the plan. The options are exercisable at a strike price of € 9.34. On 29 July 2011 the Board of Directors assigned an additional 188,000 options to two other beneficiaries meeting the plan requirements; these can be exercised at a strike price of € 8.91.

On 16 February 2012, the Board of Directors assigned 120,000 options to a new beneficiary at a strike price of € 8.19.

On 26 January 2012, the Board of Directors approved the assignment to a new beneficiary of 120,000 incentive instruments known as "stock appreciation rights," which can be exercised between 20 April 2014 and 30 April 2015 at a price of € 7.83. These instruments, which allow the payment of a cash benefit (capital gain) instead of the right to acquire shares of the Company, work in a manner consistent with the 2010 stock option plan.

1. As defined by Art. 9(4) of Presidential Decree 917 of 22 December 1986

## Changes to the 2010 stock option plan

On 6 June 2013 the Annual General Meeting approved the proportional partial demerger of Autogrill S.p.A., and as a result made some changes to the stock option plan approved on 20 April 2010. In accordance with these changes:

- the plan's beneficiaries are entitled, jointly or severally upon achieving the defined performance objectives, to receive one ordinary Autogrill share and one ordinary World Duty Free S.p.A. share for every vested option against payment of the strike price;
- the strike price is split proportionally between the Autogrill S.p.A. share price and the World Duty Free S.p.A. share price on the basis of the average official stock market price of the two securities during the first 30 days following the listing of World Duty Free S.p.A. The strike price of Autogrill shares is between € 3.50 and € 4.17, while the strike price for World Duty Free shares is between € 4.33 and € 5.17, depending on the beneficiary and the strike price originally set for each;
- the deadline for exercising the options has been extended from 20 April 2015 to 30 April 2018, without altering the start date of 20 April 2014.

An independent external advisor has been hired to calculate the fair value of the stock options, based on the value of shares on the grant date, volatility, estimated dividend payments, the term of the plan and the risk-free rate of return. The calculation was performed using the binomial method.

As a result of the demerger and the changes made to the Plan, the average fair value of the options outstanding at 31 December 2015 was € 0.96 for Autogrill shares.

In 2015 there were no costs recognized in relation to the payment plan based on Autogrill shares.

On 20 April 2014, the vesting period ended in accordance with the stock option plan regulations, and 1,209,294 assigned options were converted into 823,293 "vested options."

Between 1 January 2015 and 31 December 2015, 505,586 Autogrill S.p.A. options were exercised by various beneficiaries. During that time, 532,324 World Duty Free S.p.A. options were exercised. The CEO exercised 330,073 Autogrill S.p.A. options during the period.

Movements during the period are presented below:

|                              | Autogrill shares  |                                 |
|------------------------------|-------------------|---------------------------------|
|                              | Number of options | Fair value existing options (€) |
| Vested options at 01.01.2015 | 689,157           | 0.96                            |
| Options exercised in 2015    | (505,586)         | -                               |
| Vested options at 31.12.2015 | 183,571           | 0.96                            |

Thorough information on the 2010 stock option plan is provided in the Disclosure Document prepared in accordance with Art. 84bis (1) and Annex 3A (Schedule 7) of CONSOB Regulation 11971/1999, which is available to the public at [www.autogrill.com](http://www.autogrill.com).

### 2014 Phantom Stock Option Plan

On 28 May 2014, the general meeting of shareholders approved a new incentive plan referred to as the "2014 Phantom Stock Option Plan." The options will be assigned free of charge to executive directors and employees with strategic responsibilities of the company and/or its subsidiaries or to members of the management team as named, on one or more occasions, by the Board of Directors.

This plan, which expires on 30 June 2021, is split into three sub-plans or "Waves" which grant each beneficiary the right to receive, for each option exercised, a gross cash amount equal to the difference between the terminal value and the allocation value of the Autogrill shares (the "Bonus"), subject to certain conditions and in any case not exceeding a given cap. Specifically, the terminal value of the shares is defined as the average official closing price of the company's shares at the end of each trading session of the Italian Stock Exchange in the month prior to and inclusive of the exercise date, plus dividends paid from the grant date until the date of exercise. The allocation value is defined as the average official closing price of the company's shares at the end of each trading session of the Italian Stock Exchange in the month prior to and inclusive of the allocation date.

On 16 July 2014, the plan was implemented and the terms and conditions of Wave 1 and Wave 2 were defined. Under Wave 1 (vesting period from 16 July 2014 to 15 July 2016), a total of 3,268,995 options were assigned, 883,495 of which to the chief executive officer. Under Wave 2 (vesting period from 16 July 2014 to 15 July 2017), a total of 2,835,967 options were assigned, 565,217 of which to the chief executive officer.

Again under Wave 2, in 2015 an additional 144,504 options were assigned and 30,400 options were cancelled.

On 12 February 2015, under Wave 3 (vesting period from 12 February 2015 to 11 February 2018), a total of 2,752,656 options were assigned, 505,556 of which to the chief executive officer. During the year 27,270 options were cancelled under Wave 3.

An independent external advisor has been hired to calculate the fair value of the phantom stock options, based on the value of shares on the grant date, volatility, estimated dividend payments, the term of the plan and the risk-free rate of return. The calculation was performed using the binomial method.

For 2015, the total costs recognized for this plan amounted to € 5,378k.

Thorough information on the 2014 phantom stock option plan is provided in the Disclosure Document prepared in accordance with Art. 84-bis (1) and Annex 3A (Schedule 7) of Consob Regulation 11971/1999, which is available to the public at [www.autogrill.com](http://www.autogrill.com).

## 2.2.10 Significant non-recurring events and transactions

In 2015, there were no significant non-recurring events or transactions as defined by Consob Resolution 15519 of 27 July 2006 and Consob Communication DEM/6064293 of 28 July 2006.

## 2.2.11 Atypical or unusual transactions

In 2015 there were no atypical and/or unusual transactions as defined by Consob Communication DEM/6064293 of 28 July 2006.

## 2.2.12 Events after the reporting period

Since 31 December 2015, no events have occurred that would have entailed an adjustment to the figures reported or required additional disclosures.

## 2.2.13 Information pursuant to Arts. 70 and 71 of Consob Regulation 11971/1999

On 24 January 2013 the Board of Directors of Autogrill S.p.A. voted to take the option provided for by Consob Resolution 18079 of 20 January 2012 that removes the obligation to make available to the public the disclosure documents required by Arts. 70 and 71 of the Listing Rules (Consob Regulation 11971/1999) in the case of significant mergers, demergers, increases in share capital through contributions in kind, acquisitions and transfers.

## 2.2.14 Authorization for publication

The Board of Directors authorized the publication of these draft financial statements at its meeting of 10 March 2016.

The Annual General Meeting of shareholders called to approved the separate financial statements may request changes thereto.

# Annexes

## List of investments held directly and indirectly in subsidiaries and associates

| Company   | Registered office       | Currency | Share/quota capital | % held at 31.12.2015 | Shareholders/quota holders                 |
|---|-------------------------|----------|---------------------|----------------------|--|
| <b>Parent:</b>  |                         |          |                     |                      |  |
| Autogrill S.p.A.  | Novara                  | Eur      | 68,688,000          | 50.100%              | Schematrentaquattro S.p.A.                 |
| <b>Subsidiaries:</b>                                    |                         |          |                     |                      |  |
| Nuova Sidap S.r.l.                                      | Novara                  | Eur      | 100,000             | 100.000%             | Autogrill S.p.A.                           |
| Autogrill Austria A.G.                                  | Gottesbrunn             | Eur      | 7,500,000           | 100.000%             | Autogrill S.p.A.                           |
| Autogrill Czech S.r.o.                                  | Prague                  | Czk      | 154,463,000         | 100.000%             | Autogrill S.p.A.                           |
| Autogrill D.o.o.  | Ljubljana               | Eur      | 1,342,670           | 100.000%             | Autogrill S.p.A.                           |
| Autogrill Hellas E.p.E.                                 | Avlonas                 | Eur      | 3,696,330           | 100.000%             | Autogrill S.p.A.                           |
| Autogrill Polska Sp.zo.o.                               | Katowice                | Pln      | 14,050,000          | 100.000%             | Autogrill S.p.A.                           |
| Autogrill Iberia S.L.U.                                 | Madrid                  | Eur      | 7,000,000           | 100.000%             | Autogrill S.p.A.                           |
| Autogrill Deutschland GmbH                              | Munich                  | Eur      | 205,000             | 100.000%             | Autogrill S.p.A.                           |
| Autogrill Belux N.V.                                    | Antwerp                 | Eur      | 10,000,000          | 99.990%              | Autogrill S.p.A.                           |
|   |                         |          |                     | 0.010%               | AC Restaurants & Hotels Beheer N.V.        |
| AC Restaurants & Hotels Beheer N.V.                     | Antwerp                 | Eur      | 3,250,000           | 99.990%              | Autogrill Belux N.V.                       |
|   |                         |          |                     | 0.010%               | Autogrill Nederland B.V.                   |
| Autogrill Schweiz A.G.                                  | Oltén                   | Chf      | 23,183,000          | 100.000%             | Autogrill S.p.A.                           |
| Restoroute de Bavois S.A.                               | Bavois                  | Chf      | 2,000,000           | 73.000%              | Autogrill Schweiz A.G.                     |
| Restoroute de la Gruyère S.A.                           | Pont-en-Ogoz            | Chf      | 1,500,000           | 54.330%              | Autogrill Schweiz A.G.                     |
| Autogrill Nederland B.V.                                | Oosterhout              | Eur      | 41,371,500          | 100.000%             | Autogrill S.p.A.                           |
| Autogrill Nederland Hotels B.V.                         | Oosterhout              | Eur      | 1,500,000           | 100.000%             | Autogrill Nederland B.V.                   |
| Autogrill Nederland Hotel Amsterdam B.V.                | Oosterhout              | Eur      | 150,000             | 100.000%             | Autogrill Nederland B.V.                   |
| Holding de Participations Autogrill S.a.s.              | Marseille               | Eur      | 84,581,920          | 100.000%             | Autogrill S.p.A.                           |
| Autogrill Aéroports S.a.s.                              | Marseille               | Eur      | 2,207,344           | 100.000%             | Holding de Participations Autogrill S.a.s. |
| Autogrill Coté France S.a.s.                            | Marseille               | Eur      | 31,579,526          | 100.000%             | Holding de Participations Autogrill S.a.s. |
| Société Berrichonne de Restauration S.a.s. (Soberest)   | Marseille               | Eur      | 288,000             | 50.000%              | Autogrill Coté France S.a.s.               |
| Société Porte de Champagne S.A. (SPC)                   | Perrogney-les-Fontaines | Eur      | 153,600             | 53.333%              | Autogrill Coté France S.a.s.               |
| Société de Restauration de Bourgogne S.a.s. (Sorebo)    | Marseille               | Eur      | 144,000             | 50.000%              | Autogrill Coté France S.a.s.               |
| Société de Restauration de Troyes-Champagne S.A. (SRTC) | Marseille               | Eur      | 1,440,000           | 70.000%              | Autogrill Coté France S.a.s.               |
| Volcarest S.A.  | Champs                  | Eur      | 1,050,144           | 50.000%              | Autogrill Coté France S.a.s.               |
| Autogrill Restauration Services S.a.s.                  | Marseille               | Eur      | 15,394,500          | 100.000%             | Holding de Participations Autogrill S.a.s. |





| Company  | Registered office | Currency | Share/quota capital | % held at 31.12.2015 | Shareholders/quota holders                  |
|--|-------------------|----------|---------------------|----------------------|---|
| Autogrill Gares Metropoles S.à.r.l.                            | Marseille         | Eur      | 4,500,000           | 100.000%             | Autogrill Restauration Services S.a.s.      |
| Autogrill Restauration Carrousel S.a.s.                        | Marseille         | Eur      | 2,337,000           | 100.000%             | Holding de Participations Autogrill S.a.s.  |
| Société de Gestion Petroliere Autogrill S.à.r.l. (SGPA)        | Marseille         | Eur      | 8,000               | 100.000%             | Autogrill Coté France S.a.s.                |
| Autogrill Commercial Catering France S.à.r.l. (in liquidation) | Marseille         | Eur      | 361,088             | 100.000%             | Holding de Participations Autogrill S.a.s.  |
| Autogrill FFH Autoroutes S.à.r.l.                              | Marseille         | Eur      | 375,000             | 100.000%             | Autogrill Coté France S.a.s.                |
| Autogrill FFH Centres Villes S.à.r.l.                          | Marseille         | Eur      | 375,000             | 100.000%             | Autogrill Restauration Carrousel S.a.s.     |
| Carestel Nord S.à.r.l. (in liquidation)                        | Marseille         | Eur      | 76,225              | 99.800%              | Autogrill Commercial Catering France S.a.s. |
| HMSHost Corporation  | Delaware          | Usd      | -                   | 100.000%             | Autogrill SpA                               |
| HMSHost International. Inc.                                    | Delaware          | Usd      | -                   | 100.000%             | HMSHost Corporation                         |
| HMSHost USA. LLC   | Delaware          | Usd      | -                   | 100.000%             | HMSHost Corporation                         |
| Host International. Inc.                                       | Delaware          | Usd      | -                   | 97.000%              | HMSHost Corporation                         |
| HMS Host Tollroads Inc.  | Delaware          | Usd      | -                   | 100.000%             | HMSHost Corporation                         |
| HMS Airport Terminal Services. Inc.                            | Delaware          | Usd      | 1,000               | 100.000%             | Host International. Inc.                    |
| Host International of Maryland. Inc.                           | Maryland          | Usd      | 1,000               | 100.000%             | Host International. Inc.                    |
| Michigan Host. Inc.  | Delaware          | Usd      | 1,000               | 100.000%             | Host International. Inc.                    |
| Host Services of New York. Inc.                                | Delaware          | Usd      | 1,000               | 100.000%             | Host International. Inc.                    |
| Host International of Kansas. Inc.                             | Kansas            | Usd      | 1,000               | 100.000%             | Host International. Inc.                    |
| Host Services Inc.   | Texas             | Usd      | -                   | 100.000%             | Host International. Inc.                    |
| HMSHost USA. Inc.  | Delaware          | Usd      | -                   | 100.000%             | Host International. Inc.                    |
| Anton Airfood of Cincinnati. Inc.                              | Kentucky          | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Anton Airfood. Inc.  | Delaware          | Usd      | 1,000               | 100.000%             | HMSHost Corporation                         |
| Anton Airfood of Texas. Inc.                                   | Texas             | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Anton Airfood of Newark. Inc.                                  | New Jersey        | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Anton Airfood of JFK. Inc.                                     | New York          | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Anton Airfood of Minnesota. Inc.                               | Minnesota         | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Palm Springs AAI. Inc.   | California        | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Fresno AAI. Inc.   | California        | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Anton Airfood of Seattle. Inc.                                 | Washington        | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Anton Airfood of Tulsa. Inc.                                   | Oklahoma          | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Islip AAI. Inc.  | New York          | Usd      | -                   | 100.000%             | Anton Airfood. Inc.                         |
| Host International (Poland) Sp.zo.o. (in liquidation)          | Warsaw            | Usd      | -                   | 100.000%             | Host International. Inc.                    |
| Shenzhen Host Catering Company. Ltd. (in liquidation)          | Shenzhen          | Usd      | -                   | 100.000%             | Host International. Inc.                    |
| Host Services Pty. Ltd.  | North Cairns      | Aud      | 6,252,872           | 100.000%             | Host International. Inc.                    |
| Host International of Canada. Ltd.                             | Vancouver         | Cad      | 75,351,237          | 100.000%             | Host International. Inc.                    |
| Horeca Exploitatie Maatschappij Schiphol. B.V.                 | Haarlemmermeer    | Eur      | 45,400              | 100.000%             | HMSHost International B.V.                  |
| Marriott Airport Concessions Pty. Ltd.                         | North Cairns      | Aud      | 2,000               | 100.000%             | Host International. Inc.                    |
| HMSHost Services India Private. Ltd.                           | Balgalore         | Inr      | 668,441,680         | 99.990%              | Host International. Inc.                    |
|  |                   |          |                     | 0.010%               | HMSHost International. Inc.                 |



| Company   | Registered office | Currency | Share/quota capital | % held at 31.12.2015 | Shareholders/quota holders          |
|---|-------------------|----------|---------------------|----------------------|-------------------------------------|
| HMSHost Singapore Private, Ltd.                               | Singapore         | Sgd      | 8,470,896           | 100.000%             | Host International. Inc.            |
| Host (Malaysia) Sdn. Bhd.                                     | Kuala Lumpur      | Myr      | 2                   | 100.000%             | Host International. Inc.            |
| HMSHost New Zealand Ltd.                                      | Auckland          | Nzd      | 1,520,048           | 100.000%             | Host International. Inc.            |
| HMSHost (Shanghai) Enterprise Management Consulting Co., Ltd. | Shanghai          | Cny      | -                   | 100.000%             | Host International. Inc.            |
| HMSHost International B.V.                                    | Haarlemmermeer    | Eur      | 18,090              | 100.000%             | Host International. Inc.            |
| HMS Host (Shanghai) Catering Management Co., Ltd.             | Shanghai          | Rmb      | 1,300,000           | 100.000%             | HMSHost International B.V.          |
| HMSHost Hospitality Services Bharath Private, Ltd.            | Karnataka         | Inr      | 500,000             | 99.000%              | HMSHost Services India Private Ltd. |
|   |                   |          |                     | 1.000%               | Host International. Inc.            |
| NAG B.V.  | Haarlemmermeer    | Eur      | 100                 | 60.000%              | HMSHost International B.V.          |
| Autogrill Russia LLC  | St. Petersburg    | Rub      | 10,000              | 100.000%             | NAG B.V.                            |
| HMSHost Finland Oy  | Helsinki          | Eur      | 2,500               | 100.000%             | HMSHost International B.V.          |
| HostChelsea Joint Venture #3                                  | Texas             | Usd      | -                   | 63.800%              | Host International. Inc.            |
| Host Bush Lubbock Airport Joint Venture                       | Texas             | Usd      | -                   | 90.000%              | Host International. Inc.            |
| Host/Diversified Joint Venture                                | Michigan          | Usd      | -                   | 90.000%              | Host International. Inc.            |
| Airside C F&B Joint Venture                                   | Florida           | Usd      | -                   | 70.000%              | Host International. Inc.            |
| Host of Kahului Joint Venture Company                         | Hawaii            | Usd      | -                   | 90.000%              | Host International. Inc.            |
| Host/Coffee Star Joint Venture                                | Texas             | Usd      | -                   | 50.010%              | Host International. Inc.            |
| Southwest Florida Airport Joint Venture                       | Florida           | Usd      | -                   | 78.000%              | Host International. Inc.            |
| Host Honolulu Joint Venture Company                           | Hawaii            | Usd      | -                   | 90.000%              | Host International. Inc.            |
| Host/Forum Joint Venture                                      | Baltimore         | Usd      | -                   | 70.000%              | Host International. Inc.            |
| HMS/Blue Ginger Joint Venture                                 | Texas             | Usd      | -                   | 55.000%              | Host International. Inc.            |
| Host/Java Star Joint Venture                                  | Texas             | Usd      | -                   | 50.010%              | Host International. Inc.            |
| Host & Garrett Joint Venture                                  | Mississippi       | Usd      | -                   | 75.000%              | Host International. Inc.            |
| Tinsley/Host – Tampa Joint Venture Company                    | Florida           | Usd      | -                   | 49.000%              | Host International. Inc.            |
| HostChelsea Joint Venture #1                                  | Texas             | Usd      | -                   | 65.000%              | Host International. Inc.            |
| Host – Tinsley Joint Venture                                  | Florida           | Usd      | -                   | 84.000%              | Host International. Inc.            |
| Host/Tarra Enterprises Joint Venture                          | Florida           | Usd      | -                   | 75.000%              | Host International. Inc.            |
| Host D&D STL FB. LLC  | Missouri          | Usd      | -                   | 75.000%              | Host International. Inc.            |
| Host/UJA Joint Venture  | Missouri          | Usd      | -                   | 85.000%              | Host International. Inc.            |
| Seattle Restaurant Associates                                 | Olympia           | Usd      | -                   | 70.000%              | Host International. Inc.            |
| Bay Area Restaurant Group                                     | California        | Usd      | -                   | 49.000%              | Host International. Inc.            |
| Islip Airport Joint Venture                                   | New York          | Usd      | -                   | 50.000%              | Anton Airfood. Inc.                 |
| HMS Host Coffee Partners Joint Venture                        | Texas             | Usd      | -                   | 50.010%              | Host International. Inc.            |
| Host/JV Ventures McCarran Joint Venture                       | Nevada            | Usd      | -                   | 60.000%              | Host International. Inc.            |
| Host/Howell – Mickens Joint Venture                           | Texas             | Usd      | -                   | 65.000%              | Host International. Inc.            |
| Miami Airport FB Partners Joint Venture                       | Florida           | Usd      | -                   | 70.000%              | Host International. Inc.            |
| Host PJJ Jacksonville Joint Venture                           | Florida           | Usd      | -                   | 51.000%              | Host International. Inc.            |
| Host/JQ RDU Joint Venture                                     | North Carolina    | Usd      | -                   | 75.000%              | Host International. Inc.            |
| Host CTI Denver Airport Joint Venture                         | Colorado          | Usd      | -                   | 90.000%              | Host International. Inc.            |
| HMS – D/FW Airport Joint Venture                              | Texas             | Usd      | -                   | 65.000%              | Host International. Inc.            |
| Host Adecco Joint Venture                                     | Arkansas          | Usd      | -                   | 70.000%              | Host International. Inc.            |
| Host Shellis Atlanta Joint Venture                            | Atlanta           | Usd      | -                   | 70.000%              | Host International. Inc.            |



| Company                               | Registered office | Currency | Share/quota capital | % held at 31.12.2015 | Shareholders/quota holders              |
|---------------------------------------|-------------------|----------|---------------------|----------------------|---|
| Host – TFC-RSL. LLC                   | Kentucky          | Usd      | -                   | 65.000%              | Host International. Inc.                |
| Host – Chelsea Joint Venture #4       | Texas             | Usd      | -                   | 63.000%              | Host International. Inc.                |
| Host – CMS SAN F&B. LLC               | Delaware          | Usd      | -                   | 65.000%              | Host WAB SAN FB. LLC                    |
| Host GRL LIH F&B. LLC                 | Delaware          | Usd      | -                   | 85.000%              | Host International. Inc.                |
| Host Fox PHX F&B. LLC                 | Delaware          | Usd      | -                   | 75.000%              | Host International. Inc.                |
| Host FDY ORF F&B. LLC                 | Delaware          | Usd      | -                   | 90.000%              | Host International. Inc.                |
| LTL ATL JV. LLC                       | Delaware          | Usd      | -                   | 70.000%              | Host International. Inc.                |
| Host ATLChefs JV 3. LLC               | Delaware          | Usd      | -                   | 95.000%              | Host International. Inc.                |
| Host ATLChefs JV 5. LLC               | Delaware          | Usd      | -                   | 85.000%              | Host International. Inc.                |
| Host LGO PHX F&B. LLC                 | Delaware          | Usd      | -                   | 80.000%              | Host International. Inc.                |
| Host H8 Terminal E F&B. LLC           | Delaware          | Usd      | -                   | 60.000%              | Host International. Inc.                |
| Host – Love Field Partners I. LLC     | Delaware          | Usd      | -                   | 51.000%              | Host International. Inc.                |
| Host – True Flavors SAT Terminal A FB | Delaware          | Usd      | -                   | 65.000%              | Host International. Inc.                |
| Host Havana LAX F&B. LLC              | Delaware          | Usd      | -                   | 90.000%              | Host International. Inc.                |
| Host – CTI DEN F&B II. LLC            | Delaware          | Usd      | -                   | 80.000%              | Host International. Inc.                |
| Host TCC BHM F&B LLC                  | Delaware          | Usd      | -                   | 70.000%              | Host International. Inc.                |
| Host Lee JAX FB. LLC                  | Delaware          | Usd      | -                   | 80.000%              | Host International. Inc.                |
| Host/DFW AF. LLC                      | Delaware          | Usd      | -                   | 50.010%              | Host International. Inc.                |
| Host Havana LAX TBIT FB. LLC          | Delaware          | Usd      | -                   | 70.000%              | Host International. Inc.                |
| Host Houston 8 IAH Terminal B. LLC    | Delaware          | Usd      | -                   | 60.000%              | Host International. Inc.                |
| HHL Cole's LAX F&B. LLC               | Delaware          | Usd      | -                   | 80.000%              | Host Havana LAX F&B. LLC                |
| Host CMS LAX TBIT F&B. LLC            | Delaware          | Usd      | -                   | 70.000%              | Host International. Inc.                |
| Host WAB SAN FB. LLC                  | Delaware          | Usd      | -                   | 95.000%              | Host International. Inc.                |
| Host JQE RDU Prime. LLC               | Delaware          | Usd      | -                   | 85.000%              | Host International. Inc.                |
| Host Howell Terminal A F&B. LLC       | Delaware          | Usd      | -                   | 65.000%              | Host International. Inc.                |
| Host MCA TEI FLL FB. LLC              | Delaware          | Usd      | -                   | 76.000%              | Host International. Inc.                |
| Host MCA SRQ FB. LLC                  | Delaware          | Usd      | -                   | 90.000%              | Host International. Inc.                |
| HOST ECI ORD FB. LLC                  | Delaware          | Usd      | -                   | 51.000%              | Host International. Inc.                |
| Host Aranza Howell DFW B&E FB. LLC    | Delaware          | Usd      | -                   | 55.000%              | Host International. Inc.                |
| Host MGV IAD FB. LLC                  | Delaware          | Usd      | -                   | 65.000%              | Host International. Inc.                |
| Host MGV DCA FB. LLC                  | Delaware          | Usd      | -                   | 70.000%              | Host International. Inc.                |
| Host CTI DEN F&B STA. LLC             | Delaware          | Usd      | -                   | 80.000%              | Host International. Inc.                |
| Host MGV DCA KT. LLC                  | Delaware          | Usd      | -                   | 51.000%              | Host International. Inc.                |
| Host MBA LAX SB. LLC                  | Delaware          | Usd      | -                   | 70.000%              | Host International. Inc.                |
| Host H8 IAH FB I. LLC                 | Delaware          | Usd      | -                   | 60.000%              | Host International. Inc.                |
| Host BGV IAH FB. LLC                  | Delaware          | Usd      | -                   | 55.000%              | Host International. Inc.                |
| Host MCA ATL FB. LLC                  | Delaware          | Usd      | -                   | 64.000%              | Host International. Inc.                |
| HMS Host and Lite Bite Pte. Ltd.      | Bangalore         | Inr      | -                   | 51.000%              | HMS Host Services India Private Limited |
| Host TBL TPA FB. LLC                  | Delaware          | Usd      | -                   | 71.000%              | Host International. Inc.                |
| Host JQE CVG FB. LLC                  | Delaware          | Usd      | -                   | 90.000%              | Host International. Inc.                |
| Host MBA CMS LAX. LLC                 | Delaware          | Usd      | 5,593,000           | 60.000%              | Host International. Inc.                |
| HMSHost Family Restaurants, Inc.      | Maryland          | Usd      | 2,000               | 100.000%             | Host International. Inc.                |

| Company   | Registered office | Currency | Share/quota capital | % held at 31.12.2015 | Shareholders/quota holders                |
|---|-------------------|----------|---------------------|----------------------|---|
| Autogrill Catering UK Ltd.                              | London            | Gbp      | 217,063             | 100.000%             | HMSHost International B.V.                |
| Restair UK Ltd. (in liquidation)                        | London            | Gbp      | -                   | 100.000%             | Autogrill Catering UK Ltd.                |
| HMSHost Sweden A.B.                                     | Stockholm         | Sek      | 2,500,000           | 100.000%             | HMSHost International B.V.                |
| HMSHost Ireland Ltd.                                    | Cork              | Eur      | 13,600,000          | 100.000%             | HMSHost International B.V.                |
| HMSHost Nederland B.V.                                  | Haarlemmermeer    | Eur      | 100                 | 100.000%             | HMSHost International B.V.                |
| HMSHost Huazhuo (Beijing) Catering Management Co., Ltd. | Beijing           | Cny      | 12,239,987          | 60.000%              | HMSHost International B.V.                |
| SMSI Travel Centres, Inc.                               | Vancouver         | Cad      | 10,800,100          | 100.000%             | Host International of Canada. Ltd.        |
| HMSHost Yiyecek Ve Icecek Hizmetleri A.S.               | Istanbul          | Trl      | 10,271,734          | 100.000%             | HMSHost International B.V.                |
| Autogrill VFS F&B Co. Ltd.                              | Ho Chi Minh City  | Usd      | 5,000,000           | 70.000%              | HMSHost International B.V.                |
| PT Autogrill Taurus Gemilang Indonesia                  | Jakarta           | Usd      | 1,000,000           | 70.000%              | HMSHost International B.V.                |
| HMS Host Family Restaurants. LLC                        | Delaware          | Usd      | -                   | 100.000%             | HMSHost Family Restaurants. Inc.          |
| HMSHost Motorways L.P.                                  | Winnipeg          | Cad      | -                   | 99.9999%             | SMSI Travel Centres. Inc.                 |
|   |                   |          |                     | 0.0001%              | HMSHost Motorways. Inc.                   |
| HMSHost Motorways, Inc.                                 | Vancouver         | Cad      | -                   | 100.000%             | SMSI Travel Centres. Inc.                 |
| HMSHost Antalya Yiyecek Ve İçecek Hizmetleri A.S.       | Antalya           | Trl      | 2,140,000           | 51.000%              | HMSHost Yiyecek Ve Icecek Hizmetleri A.S. |
| HK Travel Centres GP. Inc.                              | Toronto           | Cad      | -                   | 51.000%              | HMSHost Motorways. Inc.                   |
| HK Travel Centres L.P.                                  | Winnipeg          | Cad      | -                   | 50.9999%             | HMSHost Motorways L.P.                    |
|   |                   |          |                     | 0.0001%              | HK Travel Centres GP. Inc.                |
| <b>Associates:</b>                                      |                   |          |                     |                      |   |
| Caresquick N.V.   | Brussels          | Eur      | 3,300,000           | 50.000%              | Autogrill Belux N.V.                      |
| Autogrill Middle East. LLC                              | Abu Dhabi         | Aed      | 100,000             | 50.000%              | HMSHost International B.V.                |
| Dewina Host Sdn. Bhd.                                   | Kuala Lumpur      | Myr      | 350,000             | 49.000%              | Host International. Inc.                  |
| HKSC Opco L.P.  | Winnipeg          | Cad      | -                   | 49.000%              | HMSHost Motorways LP                      |
| HKSC Developments L.P.                                  | Winnipeg          | Cad      | -                   | 49.000%              | HMSHost Motorways LP                      |
| Arab Host Services LLC                                  | Qatar             | Qar      | 200,000             | 49.000%              | Autogrill Middle East. LLC                |

## Certification by the CEO and manager in charge of financial reporting

Certification of the separate financial statements pursuant to Art. 81-ter of Consob Regulation 11971 of 14 May 1999, as amended

1. We, the undersigned, Gianmario Tondato Da Ruos as chief executive officer and Alberto De Vecchi as manager in charge of financial reporting of Autogrill S.p.A., hereby declare, including in accordance with Art. 154-bis(3) and (4) of Legislative Decree no. 58 of 24 February 1998:
  - the adequacy of, in relation to the characteristics of the business; and
  - due compliance with the administrative and accounting procedures for the preparation of the separate financial statements during the course of 2015.
  
2. No significant findings have come to light in this respect.
  
3. We also confirm that:
  - 3.1 the separate financial statements:
    - a) have been prepared in accordance with the applicable International Financial Reporting Standards endorsed by the European Union pursuant to Regulation 1606/2002/EC of the European Parliament and the Council of 19 July 2002;
    - b) correspond to the ledgers and accounting entries;
    - c) give a true and fair view of the issuer's financial position and results.
  - 3.2 the directors' report includes a reliable description of the performance and financial position of the company, along with the main risks and uncertainties to which it is exposed.

Milan, 10 March 2016

Gianmario Tondato Da Ruos  
Chief Executive Officer

Alberto De Vecchi  
Manager in Charge of Financial Reporting

## Independent Auditors' Report

**Deloitte.**

Deloitte & Touche S.p.A.  
Via Tortona, 25  
20144 Milano  
Italia  
Tel. +39 02 83322111  
Fax: +39 02 83322112  
www.deloitte.it

**INDEPENDENT AUDITORS' REPORT  
PURSUANT TO ART. 14 AND 16 OF LEGISLATIVE DECREE  
No. 39 OF JANUARY 27, 2010**

**To the Shareholders of  
AUTOGRILL S.p.A.**

**Report on the separate financial statements**

We have audited the accompanying separate financial statements of Autogrill S.p.A., which comprise the statement of financial position as at December 31, 2015, the income statement, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended and the notes to the financial statements.

*Directors' responsibility for the separate financial statements*

The Company's Directors are responsible for the preparation of these separate financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n° 38/2005.

*Auditor's responsibility*

Our responsibility is to express an opinion on these separate financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISA Italia) issued pursuant to art. 11, n° 3, of Italian Legislative Decree 39/10. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the separate financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the separate financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the separate financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation that give a true and fair view of separate financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the separate financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Ancona Bari Bergamo Bologna Brescia Cagliari Firenze Genova Milano Napoli Padova  
Palermo Parma Roma Torino Treviso Verona

Sede Legale: Via Tortona, 25 - 20144 Milano - Capitale Sociale: Euro 10.328.220,00 i.v.  
Codice Fiscale/Registro delle Imprese Milano n. 03049560166 - R.E.A. Milano n. 1720239  
Partita IVA: IT 03049560166

### *Opinion*

In our opinion, the separate financial statements give a true and fair view of the financial position of Autogrill S.p.A. as at December 31, 2015, and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree n° 38/2005.

### *Other matter*

The separate financial statements of the Autogrill S.p.A. for the period ended as of December 31, 2014 has been audited by another auditor that, on April 9, 2015, expressed an unmodified opinion on these separate financial statements.

### **Report on other legal and regulatory requirements**

#### *Opinion on the consistency of the Directors' Report and of certain information included in the Corporate Governance and Ownership Report with the separate financial statements*

We have performed the procedures indicated in the Auditing Standard (SA Italia) n° 720B in order to express, as required by law, an opinion on the consistency of the Directors' Report and of certain information included in the Corporate Governance and Ownership Report required by art. 123-bis, n°4, of Italian Legislative Decree n° 58/98, which are responsibility of the Directors of Autogrill S.p.A., with the separate financial statements of Autogrill S.p.A. as at December 31, 2015. In our opinion the Directors' Report and the information included in the report on corporate governance referred to above are consistent with the separate financial statements of Autogrill S.p.A. as at December 31, 2015.

DELOITTE & TOUCHE S.p.A.

*Signed by*  
Ernesto Lanzillo  
Partner

Milan, Italy  
April 14, 2016

*This report has been translated into the English language solely  
for the convenience of international readers.*

## Board of Statutory Auditors' Report

Dear Shareholders,

This report, prepared in accordance with Art. 153 of Legislative Decree 58/1998 ("Consolidated Finance Act" or "TUF") and taking account of the applicable CONSOB recommendations, presents the supervisory activities and findings of the Board of Statutory Auditors of Autogrill S.p.A. ("Autogrill" or the "Company").

The separate financial statements for 2015 close with a profit of € 59.3m, compared with € 19.0m the previous year. At the consolidated level, the profit allocable to the Group amounted to € 64.2m versus € 25.1 million in 2014.

On 14 April 2016, the external auditors Deloitte & Touche S.p.A. issued an unqualified opinion of Autogrill S.p.A.'s separate financial statements for the year ended 31 December 2015. Deloitte & Touche's report on the Autogrill Group's 2015 consolidated financial statements, issued on the same date, was also unqualified.

### 1. Supervisory activities performed and information received

During the year ended 31 December 2015 we performed the supervisory activities required by law, taking account of the recommendations provided by Consob (particularly Circular 1025564 of 6 April 2001) and of the rules of conduct advised by the Italian Accounting Profession.

To that end, during the year we:

- held 17 meetings, which as a rule were attended by all statutory auditors in office;
- attended, generally as a board, the 11 meetings of the Board of Directors;
- attended, generally as a board, the 11 meetings of the control, risks and corporate governance committee;
- attended, generally through the participation of the chairman or another auditor, the 12 meetings of the strategies and investments committee;
- attended, generally through the participation of the chairman or another auditor, the 6 meetings of the human resources committee;
- attended, generally through the participation of the chairman or another auditor, the 7 meetings of the related party transactions committee;
- attended, as a board, the ordinary shareholders' meeting held to approve the 2014 financial statements, re-appoint the independent auditing firm and re-elect the board of statutory auditors;
- maintained an open channel of communication and held periodic meetings with the independent auditors, to share data and information relevant to our respective assignments;
- maintained an open channel of communication and held periodic meetings with the internal audit director and the enterprise risk management department;
- met with the board of statutory auditors of the only Italian subsidiary, leading to no findings of note.

During the Board of Directors' meetings, we were informed of the activities of Autogrill and the group it heads, and of the transactions of greatest economic and financial significance undertaken by the company and the group, as well as those in which Autogrill and the group may have an interest on their own or third parties' behalf.



The information in question was gathered through audits and directly from the chief executive officer and department heads, and through attendance at the meetings of the control, risks and corporate governance committee and the other advisory committees.

No irregularities attributable to the Board of Directors were encountered through our meetings and contacts with the independent auditors.

In the course of our activities, in 2015:

- we received no complaints pursuant to Art. 2408 of the Italian Civil Code;
- no statements/reports were received.

In accordance with the law, during the year we prepared opinions for the Board of Directors relating to the compensation of directors holding special offices.

Autogrill S.p.A. is responsible for the management and coordination of the group it heads and prepares the group's consolidated financial statements. The one Italian subsidiary has duly disclosed its status as subject to Autogrill's management and coordination.

Although Autogrill is controlled by Schematrentaquattro S.r.l. (itself a subsidiary of Edizione S.r.l.), it is not subject to its management and coordination because, as stated in the corporate governance report, Autogrill has "extensive managerial, organizational and administrative autonomy, with no instructions or directives on the part of Schematrentaquattro S.r.l. or Edizione S.r.l. that might be evidence of management or coordination on the part of controlling shareholders". This conclusion is not affected by the fact that some representatives of Edizione S.r.l. serve on Autogrill's Board.

With the necessary conditions satisfied, the Board of Directors has opted to convene the shareholders' meeting for approval of the 2015 financial statements by the extended deadline allowed by Italian Civil Code Art. 2364 and Art. 21 of the company's by-laws. The financial statement documentation will in any case be made available to the public well before the deadline set by Art. 154-ter TUF (120 days from the close of the year). As explained in the directors' report, this decision was made in order to fulfil the obligations linked to the preparation of the consolidated financial statements by Autogrill S.p.A.

## 2. Key events and related party transactions

In 2015 Autogrill conducted no transactions with a major impact on the financial position and results that were beyond the scope of ordinary operations and that are therefore emphasized in the directors' report.

In general, we confirm that Autogrill has complied with laws, by-laws and sound management principles.

We have not found or been notified by the independent auditors or the head of internal audit of atypical or unusual transactions as defined by the Consob Communication of 6 April 2001 and Consob Communication DEM/6064293 of 28 July 2006 carried out with third parties, related parties or other companies in the group. Nor in 2015 were there any significant non-recurring events or transactions, as defined by Consob Resolution 15519 of 27 July 2006 and Consob Communication DEM/6064293 of 28 July 2006.

Regarding related party transactions, we have ensured that the company's procedure is compliant with the principles laid down by Consob and that said procedure has been duly followed, including by attending the meetings of the related party transactions committee appointed by the Board of Directors. Based on the procedure (which can be consulted on the company's website), resolutions on the compensation of directors and other executives with strategic responsibilities are exempt from the standard rules, provided that certain conditions are met including the participation of the human resources committee in defining compensation policies.

Given the specific nature of Autogrill's business, it is especially important that "Ordinary related party transactions" include those transactions "conducted in the course of ordinary business and associated financial activities that are (...) carried out under terms similar to those usually applied to transactions with unrelated parties of a corresponding nature, risk and size," where "the terms defined as a result of competitive bidding are considered similar to those usually applied to transactions with unrelated parties provided the bid was made in accordance with predetermined corporate policies applicable indistinctly to tenders called by related or unrelated parties, which set minimum profitability levels and have been approved by the Board of Directors pursuant to and in accordance with Autogrill's RPT Procedures." We duly monitored the implementation of this part of the procedure. Note that the capex policy underwent a major revision during the year, affecting the corresponding minimum profitability levels. The expanded new capex policy was approved by the Board of Directors on 18 June 2015 and takes effect on 1 January 2016.

In the directors' report and notes, the directors have reported on the ordinary and immaterial transactions carried out with related parties, indicating their nature and amount. That information is sufficient, also taking account of the size of the transactions.

For our part, we have discerned no violation of laws or by-laws or transactions initiated by the directors that are manifestly imprudent, risky, in potential conflict of interest, contrary to the resolutions of the shareholders, or otherwise liable to compromise the company's financial soundness.

### 3. Performance for the year and financial position

As mentioned above, the profit attributable to the owners of the parent amounted to € 64.2m, with respect to € 25.1m the previous year.

The consolidated net financial position was a negative € 644.4m at the end of 2015 (€ 693.3m at 31 December 2014). More in detail, the result reflects the positive impact of operating cash flow (€ 384.4m), offset by net capital expenditure during the year (€ 219m).

The current net financial position was +€ 94.2m at the end of 2015 versus +€ 54.5m at the end of the previous year.

Net capex amounted to € 211.6m, up from € 196.4m in 2014. These investments, an essential part of the Group's business, were made in HMSHost Nord America (€ 112.3m versus € 78.8m in 2014), HMSHost International (€ 31.5m versus € 36.8m) and Europe (€ 67.8m, of which € 35.4m in Italy, versus a total of € 80.8m the previous year). Contributions to EBITDA can be broken down as follows: HMSHost Nord America, \$ 281.9m (\$ 268.9m the previous year); HMSHost International, € 42.4m (€ 35.2m in 2014); and Europe, € 105.4m (€ 65.1 of which from Italy, compared with € 99.6m of which € 61.9m from Italy in 2014).

Consolidated equity attributable to the owners of the parent rose from € 458.5m at the end of the previous year to € 559.6m at 31 December 2015.

The group's loans and bond issues are subject to covenants, described in the notes to the financial statements. The directors' report confirms that all of the covenants were amply satisfied at the end of 2015.

#### 4. Organizational structure, internal control and risk management system, accounting system

We have verified that the company's organizational structure is adequate to its size, business structure and objectives, and does not hinder compliance with applicable laws.

In 2015 the organizational structure was overhauled with the creation of the Europe business unit, which coordinates and oversees the operating units of individual countries. The group now has three business units: North America, International and Europe.

In 2015 Autogrill continued its ongoing reinforcement of the control and risk management system, meaning the set of rules, procedures and organizational structures designed to facilitate sound and proper management that is in line with company objectives through an adequate system of identification, measurement, management and monitoring of the principal risks.

On various occasions the Board of Directors was involved in governing these activities with assistance from the control, risks and corporate governance committee, mostly to oversee progress in enterprise risk management.

The chief executive officer, in his capacity as director in charge of the internal control and risk management system, defines the means and methods of the risk management system to reflect the guidelines set by the Board of Directors, and ensures that it is distributed throughout the group with the appropriate guidance and coordination. The organizational units are responsible for the entire systematic process of identifying, measuring, managing and monitoring risks and for determining suitable countermeasures.

These efforts are overseen by the group's enterprise risk management department, which assists the chief executive officer and the organizational units in the activities described above; third-tier controls are performed by the internal audit department which, in accordance with Borsa Italiana's new Corporate Governance Code, since January 2013 reports directly to the Board of Directors. As in previous years and in exception to the principle of not involving operating units, this department also writes the Sustainability Report.

The internal control system is defined by Autogrill's code of conduct as the set of instruments designed to orient, manage and oversee its operations in order to foster the efficacy and efficiency of the business, ensure compliance with laws and in-house procedures, protect its assets, and minimize impending risks. It is organized into three levels of control, the last of which consists of the group internal audit department which, as mentioned above, answers directly to the Board of Directors while coordinating its activities closely with the director in charge of the control and risk management system.

The head of internal audit, who has no ties to operating units, reports frequently to the internal control, risks and corporate governance committee, presenting the annual plan of work and reporting periodically on the activities performed. The board of statutory auditors, including in its capacity as internal control committee

established pursuant to Art. 19 of Legislative Decree 39/2010, maintains ongoing dialogue with the head of internal audit and ensures that his work is effective.

Internal audit activities have revealed no significant problems with the definition or implementation of the internal control and risk management system that might seriously compromise the achievement of an acceptable overall risk profile. However, some areas in need of improvement have been identified so as to minimize exposure to risk and ensure that all phases of the process are entirely sufficient.

Existing policies and procedures concern numerous topics relating to financial reporting and the disclosure of inside information to the market, the investment policy, corporate governance, the internal control system of subsidiaries, internal dealing, appointment of the independent auditors, internal auditing, and other matters discussed in this report. The basis of the system is Autogrill's code of conduct.

During the year, the process of revising the code of conduct continued until the new version was finalized and approved by the Board of Directors on 14 April 2016.

Regarding the continuous disclosure obligations pursuant to Art. 114(2) TUF, Autogrill's procedure for the disclosure of inside information makes the Chairmen and chief executive officers of the key subsidiaries (i.e. the direct subsidiaries of Autogrill and the subholding companies) responsible for its correct implementation, and requires all of Autogrill's direct and indirect subsidiaries to report insider information promptly to the chief executive officer of the parent. The key subsidiaries, in addition to adopting this procedure, must appoint an officer in charge of its implementation and enforcement both internally and at their own subsidiaries.

On the subject of risk management, Autogrill uses the enterprise risk management method described in the corporate governance report.

In this regard, on 12 November 2015 the Board of Directors approved the Enterprise Risk Management Guidelines, which formalize the governance model supporting the assessment of overall risk and the adequacy of the risk management system. The guidelines describe the main roles and responsibilities in analyzing, managing and monitoring risks and opportunities and come with a handbook for ensuring the appropriate use of the guidelines within the group. They apply to all of the group's companies and regions, each of which is responsible for implementing the guidelines locally, helping to make enterprise risk management an integral part of the business process.

We view the adoption of the guidelines in a positive light and expect them to further reinforce the enterprise risk management system, as well as the full involvement of all lines of business.

In March 2015, at the request of the director in charge of control and risk management, the chairman of the board of statutory auditors and the chairman of the control, risks and corporate governance committee paid a visit to the U.S. subsidiary HMS Host to acquire more information about its business model, organizational structure, and control and risk management system.

Reporting to the human resources committee, the control, risks and corporate governance committee and the Board of Directors, we expressed some misgivings regarding the attraction and retention of key managers given that the MBO system, normally a short-term incentive, has been partially modified as a three-year plan. The risks seem especially acute given the group's multinational dimension.

The directors' report describes the risks faced by the company, including for the purposes of Art. 19(1)(b) of Legislative Decree 39/2010.

Autogrill has adopted the organizational and management model for the prevention of criminal offenses envisaged by Legislative Decree 231/2001, concerning corporate liability for offenses committed by employees and other staff, which is regularly updated to reflect changes in the law (the latest version dates to December 2013 and a new version is currently in progress). We have met with the compliance committee, comprised of an independent expert, the internal audit director, and a member of the board of statutory auditors of the group's Italian subsidiary. The compliance committee has found no deficiencies or circumstances that would compromise the internal control and risk management system as they pertain to corporate liability pursuant to Legislative Decree 231/2001.

The company has complied with all data protection obligations as stated in Legislative Decree 196/2003, and has drawn up the data protection plan required by law.

With particular reference to administrative activities, in the corporate governance report the Board of Directors describes the main characteristics of the existing risk management and internal control systems in relation to the financial reporting process, in keeping with Art. 123bisTUF.

Autogrill is compliant with Law 262/2005 and in that regard has named a manager in charge of financial reporting, recommended by the control, risks and corporate governance committee and approved by the board of statutory auditors. The Board of Directors has adopted regulations for the manager in charge of financial reporting, which, inter alia:

- grant him sufficient powers and means, including financial and human resources, and the authority to execute, modify or terminate any agreement he deems necessary, useful or appropriate for fulfilling his duties; give him due access to the information deemed relevant for fulfilling his duties, at Autogrill S.p.A. and at other group companies; empower him to impart any instructions to group companies, within the confines of the decisions made by their boards and officers and of the responsibilities held by each subsidiary, and have them adopt any measure, procedure or conduct deemed useful that will put him in a position to fulfill his duties; and grant him the same powers of inspection and control held by the statutory auditors and the external auditors, at Autogrill and the other group companies, but within the confines of his duties and responsibilities, and as regards the group's foreign subsidiaries, within the confines of local law;
- require him to report to the Board of Directors, at least every six months, indicating any problems encountered during the period and the measures taken or planned to overcome them; to inform the chairman of the Board of Directors of circumstances so serious that they might warrant the board's urgent decision; to ensure that the control, risks and corporate governance committee, the board of statutory auditors, the independent auditors, the compliance committee per Legislative Decree 231/01, and the director in charge of the internal control and risk management system are kept duly informed of his work;
- require the boards and officers of the key subsidiaries to make sure they have adopted a suitable system of control for administrative and accounting processes that will generate the information transmitted to the parent for purposes of drawing up the consolidated financial statements and to constantly monitor its adequacy and effective use, and to ensure that appropriate administrative and accounting procedures are followed including on the basis of his guidelines; these bodies must also, with assistance from internal audit departments or independent external parties, conduct audits to obtain evidence of the due application of such procedures and of the related controls, including at his request, and periodically report to Autogrill S.p.A. attesting to the adequacy and due application of said procedures.

As mentioned above, there are numerous accounting policies and procedures applicable to the Autogrill Group as a whole.

The manager in charge of financial reporting evaluates the internal accounting control system. In his annual report to the Board of Directors he has found no weaknesses that would significantly compromise the reliability of accounting and financial disclosures. However, some areas in need of improvement have been identified so as to minimize exposure to risk and ensure that all phases of the process are entirely sufficient. For each problem area, a plan with the appropriate corrective measures has been implemented, and will be followed up by the internal audit department and the manager in charge of financial reporting.

Regarding Art. 36 of CONSOB's market regulations (requiring formalities in respect of subsidiaries formed or governed according to the laws of non-European Union countries that figure significantly in the consolidated financial statements), the two group companies to which this provision applies (HMShost Corp. and Host International Inc., unchanged since the previous year) have suitable procedures in place for the regular transmission to Autogrill S.p.A.'s management and independent auditors of information related to the statement of financial position, results of operations and cash flows for the preparation of the consolidated financial statements.

We note that the company has exercised the opt-out clause provided in Articles 70 and 71 of the Listing Rules, which waives the mandatory publication of information documents relating to mergers, spin-offs, share capital increases through in-kind transfers, acquisitions and disposals.

### Independent auditors

With the exception of some French companies subject to joint audit in accordance with local law, the accounts of all group companies are fully audited (sometimes with reference only to the individual or consolidated reporting packages prepared for Autogrill's consolidated financial statements) by companies in the Deloitte & Touche network. In particular, Deloitte & Touche S.p.A. was appointed on 28 May 2015 and its assignment will expire with approval of the 2023 financial statements.

We met with the independent auditors on 5 November 2015 to discuss the plan of work, and on 14 April 2016 received from them the report required by Art. 19(3) of Legislative Decree 39/2010, which notes no significant shortcomings in the internal control system concerning the financial reporting process.

In the notes to the separate and the consolidated financial statements, the directors have provided details of the fees allocated to the independent auditors and to the entities in its network, as reported in the table below:

| Type of service | Service provider          | Recipient    | Fees (€k) |
|-----------------|---------------------------|--------------|-----------|
| Auditing        | Parent's auditors         | Parent       | 269       |
|                 | Parent's auditors         | Subsidiaries | 43        |
|                 | Parent's auditors network | Subsidiaries | 1,475     |
| Attestation     | Parent's auditors         | Parent       | 50        |
|                 | Parent's auditors         | Subsidiaries | 25        |
| Other services  | Parent's auditors         | Parent       | 25        |
|                 | Parent's auditors network | Parent       | 180       |
|                 | Parent's auditors network | Subsidiaries | 344       |

We note that no questions have arisen regarding the independence of the auditing firm and that on 14 April 2016 we received its confirmation of independence in accordance with Art. 17(9)(a) of Legislative Decree 39/2010.

In particular, the “other services” (mostly concerning data security, logistics and related IT services) – where not present before the auditing assignment – have been commissioned in accordance with a specific procedure and therefore with the advance approval of the manager in charge of financial reporting, the internal audit director and the board of statutory auditors.

In November 2012 the company revised the group procedure for the hiring of independent auditors by Autogrill and its subsidiaries. The new procedure makes the independent auditors responsible for auditing the subsidiaries as well as the parent, and governs the assignment of additional tasks to the auditors to prevent them from having assignments that are incompatible with auditing, as defined by law, or in any case prejudicial to their independence.

## 5. Corporate governance

Detailed information on how Autogrill has implemented the corporate governance principles approved by Borsa Italiana (laid down in Borsa Italiana’s Corporate Governance Code, referred to hereinafter as the “Code”) is provided by the directors in the annual corporate governance report, approved on 10 March 2016 and attached to the financial statements.

The report is compliant with Art. 123-bis TUF. The independent auditors, in their reports, have confirmed that the directors’ report and the disclosures pursuant to paragraph 1 letters c), d), f), l) and m) and paragraph 2 letter b) of Art. 123-bis TUF presented in the corporate governance report are consistent with the separate and the consolidated financial statements.

In December 2012 the Board of Directors adopted the new Corporate Governance Code approved by Borsa Italiana in December 2011 and made some changes to its governance system, including the addition of its own code containing the “minimum rules” of governance that the company undertakes to observe (the “Autogrill Code”), although the board may continue to adopt solutions on a case-by-case basis that go above and beyond those rules.

Between December 2014 and February 2015 the Board of Directors amended the Autogrill Code largely to reflect the changes found in the version of the Corporate Governance Code approved by Borsa Italiana in July 2014. They have also announced that in 2016 they will consider incorporating the changes that Borsa Italiana made to the Code in July 2015.

In some cases the “minimum rules” found in the Autogrill Code are exceeded by the board’s standard practices, which form the basis of the corporate governance report, although in some instances the report also refers to the Autogrill Code (published in full in the Governance section of the Company’s website, [www.autogrill.com](http://www.autogrill.com), under “regulations and procedures”).

The following remarks make reference, in general, to the sources listed above.

The chief executive officer is the person primarily responsible for running the business, and the only executive member of the Board of Directors. The board, a majority of whose members are independent, is involved—including through the work of its committees—in decisions concerning a number of areas, such as strategies

and investments, budgeting, strategic/industrial/financial planning, corporate governance (including remuneration), and the internal control and risk management system.

During the year the company verified the true independence of the directors qualifying as such, in accordance with the Corporate Governance Code, providing their statements to us for review. The company also ascertained the continued independence of the statutory auditors, according to the provisions of the same Code.

With regard to the maximum number of directorships and statutory auditorships that may be held in other companies, on 22 January 2015 the Board of Directors resolved to reconfirm the guideline approved on 12 December 2007 and confirmed on 13 February 2014, explaining the reasons why it was deemed unnecessary to consider participation in board committees.

The directors have not formed a nominating committee or drawn up a plan for the succession of executive directors, in light of the company's ownership structure.

The corporate governance report contains information on the induction activities completed in 2015. We reiterate our view that this type of activity is key to increasing the efficacy of the non-executive directors and statutory auditors, and hope that such efforts will continue in the future.

## 6. Conclusions regarding supervisory activities, the financial statements and other motions put to the shareholders

Through direct inspection and information provided by the independent auditors and the manager in charge of financial reporting, we have verified compliance with laws regarding the preparation and content of the Autogrill Group's consolidated financial statements, of Autogrill S.p.A.'s separate financial statements and of the corresponding directors' reports. During the course of our audit work, no inappropriate conduct, omissions or irregularities came to light that might have required reporting to the supervisory authorities or mention in this report.

In their report issued pursuant to Arts. 14 and 16 of Legislative Decree 39 of 27 January 2010, the independent auditors gave an unqualified opinion of the separate and the consolidated financial statements for 2015. Both the separate and the consolidated financial statements come with the certification by the manager in charge of financial reporting and chief executive officer required by Art. 154-bis TUF.

The general meeting called to approve the financial statements for 2015 is also asked to vote on other matters within its sphere of authority, including the authorization to buy and sell treasury shares, the remuneration report, and approval of the "2016 Phantom Stock Option Plan" for Autogrill Group employees and directors holding special offices. The directors propose a dividend of € 0.12 per share.

On the basis of our work during the year, we find no reason not to approve the financial statements at 31 December 2015 and the motions presented by the Board of Directors.

Milan, 18 April 2016

The statutory auditors of Autogrill S.p.A.

Marco Rigotti

Antonella Carù

Eugenio Colucci





# Autogrill S.p.A.

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