# AUTOGRILL GROUP
# ANNUAL REPORT 2022

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## ANNUAL REPORT 2022

*Translation from the original version issued in Italian.*
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# LETTER TO THE STAKEHOLDERS

Dear Stakeholders,

2022 was a crucial year for Autogrill, a year of transformation along three lines of great importance for the future of the Group.

The first key factor, in July 2022, was the reaching of a strategic agreement, signed by the majority shareholder Edizione, over the integration of Autogrill and Dufry to create a global travel foodservice and retail group. The operation will give rise to a global player with combined revenues of over €12 billion and an EBITDA of around €1.3 billion in a global market worth around 100 billion and has a triple objective: to develop a synergic new offering of products and services capable of anticipating the challenges of a global industry in constant evolution, to increase the solidity of the business and to improve customer experience for travellers, through innovation and with a focus on technological and digital development.

The second element of importance was Autogrill's economic performance, with revenues reaching around 90% of the pre-pandemic level, at €4,148.3 million, up 50.2% at constant exchange rates on the previous year. This was due mainly to the recovery of international air traffic in all of the Group's main geographical areas, a clear sign that the pandemic has not altered the fundamentals underpinning our business, and to the necessary commercial measures taken to counter the current inflationary trend in a global geopolitical scenario still dominated by dynamics that generate deep uncertainty.

And third and lastly, Autogrill joined the United Nations' Global Compact in 2022 and significantly accelerated its initiatives on a topic of central importance to modern companies, that of sustainability in its wider sense, founded on concrete action, responsibility and commitment to making major and measurable contributions to progress along the three main paths of our ESG roadmap (Make It Happen): We nurture People, We offer sustainable Food Experiences, We care for the Planet.

2022 marks the end of a decades-long cycle of an Italian Group that blazed the trail of internationalization and innovation to become the world's leading travel food&beverage provider thanks to the collective efforts of all its employees, including many highly talented young people, and its management, and with the decisive support of its shareholders.

A new cycle of global expansion and growth is now opening, one that will lead us, also in the future, to a further enrichment of ideas and projects and widen the horizons of a Group that will always put the interests of all its stakeholders front and centre.

Paolo Roverato
*CEO*

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# BOARDS AND OFFICERS

## BOARD OF DIRECTORS [1]
*in office until the closing date (3 February 2023)*

**Chairman** [2]
Paolo Roverato [E]

**CEO** [3]
Gianmario Tondato Da Ruos [E]

**Directors**
Alessandro Benetton
Franca Bertagnin Benetton
Ernesto Albanese [I, 4, 6]
Rosalba Casiraghi [I, 5]
Francesco Umile Chiappetta [I, 4, 5]
Barbara Cominelli [I, 6]
Massimo Di Fasanella D'Amore di Ruffano [6, 7]
Manuela Franchi [I]
Maria Pierdicchi [I, 7]
Simona Scarpaleggia [I, 4, 5, 7]
Paolo Zannoni

**Secretary**
Paola Bottero

## BOARD OF DIRECTORS [1]
*in office since the closing date (3 February 2023)*

**Chairman** [8]
Bruno Chiomento [I, 4, 5, 7]

**CEO** [9]
Paolo Roverato [E]

**Directors**
Ernesto Albanese [I, 4, 6]
Rosalba Casiraghi [I, 5]
Francesco Umile Chiappetta [I, 4, 5]
Barbara Cominelli [I, 6]
Manuela Franchi [I]
Francisco Javier Gavilan [I]
Nicolas Girotto [I]
Marella Moretti [I, 7]
Maria Pierdicchi [I, 7]
Xavier Rossinyol Espel [6]
Emanuela Trentin [I]

**Secretary**
Paola Bottero

## BOARD OF STATUTORY AUDITORS [10]

**Chairman**
Francesca Michela Maurelli

**Standing auditor**
Antonella Carù
Massimo Catullo

**Alternate auditor**
Michaela Castelli
Roberto Miccù

**Independent auditors** [11]
Deloitte & Touche S.p.A.

1 Elected by the annual general meeting of 21 May 2020; in office until approval of the 2022 financial statements.
2 Duties and powers of ordinary administration, with individual signing authority, per Board resolution of 18 November 2021 installing Mr. Roverato as chair further to the resignation of Paolo Zannoni.
3 Duties and powers of ordinary administration, with individual signing authority, per Board resolution of 21 May 2020.
4 Member of the Related Party Transactions Committee.
5 Member of the Control, Risks and Corporate Governance Committee.
6 Member of the Strategies and Sustainability Committee.
7 Member of the Human Resources Committee.
8 Duties and powers to be exercised with individual signing authority, per Board resolution of 6 February 2023, further to the resignation of Paolo Roverato.
9 Duties and powers of ordinary administration, with individual signing authority, per Board resolution of 6 February 2023.
10 Elected by the annual general meeting of 23 April 2021; in office until approval of the 2023 financial statements.
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 January 2020 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.

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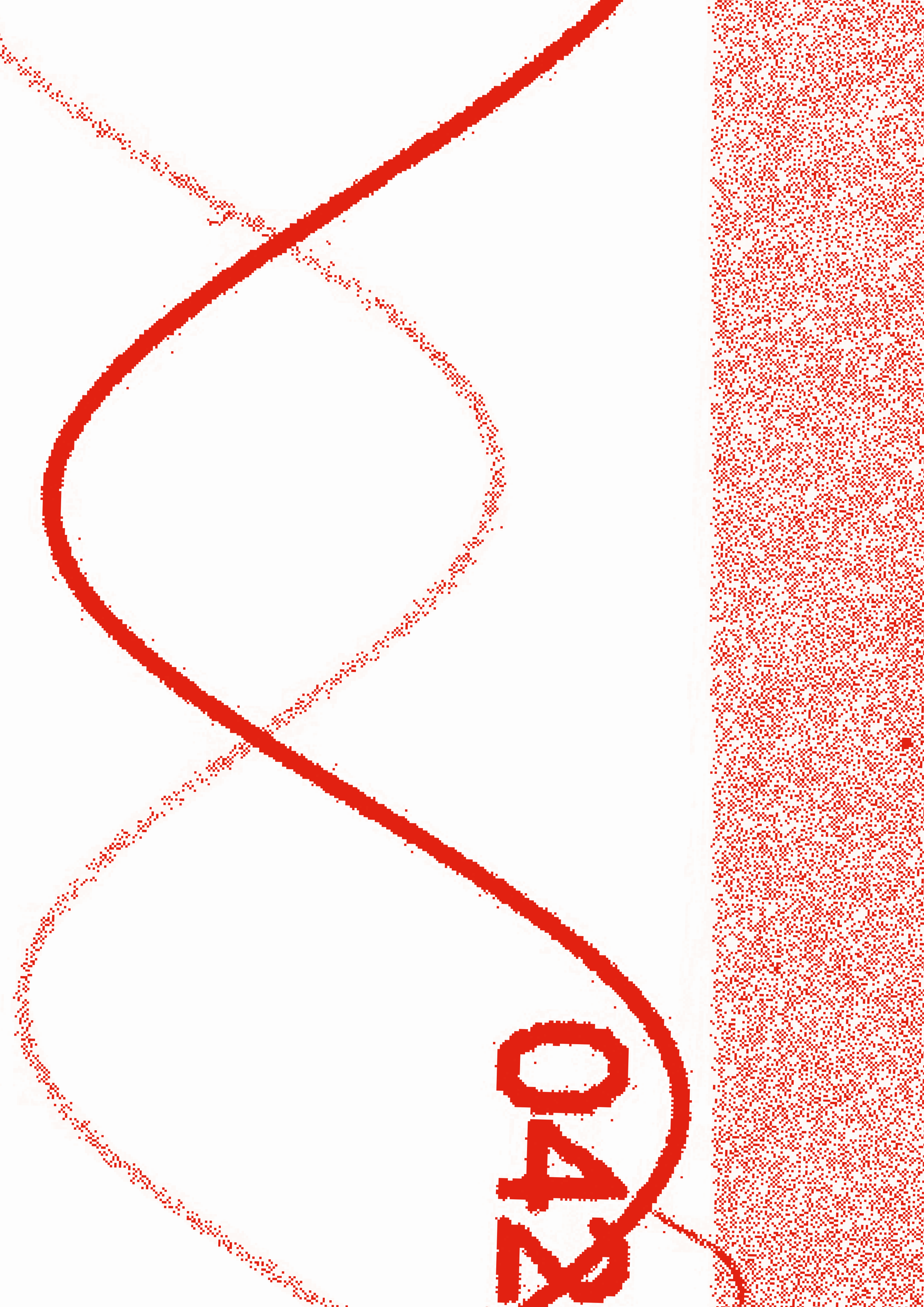
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# MAIN EVENTS IN 2022

WE SUPPORT

## AUTOGRILL JOINS THE UNITED NATIONS GLOBAL COMPACT

The Autogrill Group has reaffirmed its commitment to sustainability by joining the United Nations Global Compact, which confirms the consistency of its strategies with the 2030 Agenda for Sustainable Development Goals

## LIKE-FOR-LIKE REVENUE GROWTH OF 53%

The recovery of international air traffic and major efforts to upgrade our offerings raised the Group's sales to €4.1 billion in 2022, exceeding the targets announced to the market.

## AUTOGRILL STOCK IN BORSA ITALIANA'S MIB® ESG INDEX

Autogrill is now recognized as one of Italy's 40 best publicly traded companies in terms of sustainability, further proof of its outstanding achieve-ments in more than 15 years' worth of effort and dedication.

## CONTRACT PORTFOLIO

During 2022 we won new contract and renewed existing ones for a total amount of € 3.4 billion, including new contracts at Rome Fiumicino, Salt Lake City, Bangalore and Doha airports as well as renewals of existing contracts at Fort Myers, Miami, Honolulu and Arlanda (Stockholm).

| | |
|---|---|
| Date | |
| Weight in kg | |
| Reference 1 | |
| Reference 2 | |

# EXTRAORDINARY TRANSACTION NEGOTIATED BETWEEN EDIZIONE AND DUFRY

Edizione S.p.A. ("Edizione"), Schema Beta S.p.A. ("Schema Beta") and Dufry AG ("Dufry") on July 11, 2022 entered into an agreement (the "Combination Agreement") aimed at creating a global group in the travel food and retail services by means of a transaction involving the integration of Autogrill S.p.A. ("Autogrill" or the "Company") into Dufry, as described below (the "Integration").

The Integration takes the form of a transfer to Dufry of the majority shareholding held in Autogrill by Edizione through its subsidiary Schema Beta, representing 50.3% of the share capital of Autogrill, in exchange of newly issued shares of Dufry (the "Transfer"). In particular, as consideration for the Transfer, Edizione was granted an interest-free bond convertible into newly issued shares of Dufry, corresponding to an exchange ratio of 0.158[1] new Dufry shares for each Autogrill share.

Upon completion of the Transfer, which occurred on February 3, 2023 ("Closing"):

- Dufry became the majority shareholder of Autogrill, with a shareholding representing 50.3% of the share capital of Autogrill and, from the 6 February 2023, the entity exercising management and coordination activities over the Company pursuant to Articles 2497 and ff. of the Italian Civil Code; and
- Edizione exercised the conversion right underlying the aforementioned bond (the "Conversion Right"), becoming holder of 30,663,329 newly issued shares of Dufry, representing 25.246% of the share capital of Dufry, and becoming, in addition, Dufry's majority shareholder, with a shareholding representing 27.5% of the share capital of the aforementioned company[2].

The Combination Agreement contains certain undertakings (briefly described in Section 2g) of Autogrill's corporate governance report for the year 2022 (the "Report")) concerning, among other things, the governance of Autogrill, in execution of which, effective as of the closing date of the Transfer (i.e. February 3, 2023) (i) the composition of Autogrill's board of directors changed and (ii) a new chairman and a new chief executive officer of the Company were appointed. For further information, please refer to Sections 4.3-*bis* [(Composition following the Closing Date), 4.6-*bis* (Executive Directors following the Closing Date), 8.2 (Human Resources Committee), 9.2 (Control, Risk and Corporate Governance Committee) and Section 6 (Internal Board Committees)] of the Report.

As a result of the Transfer, Dufry has launched a mandatory public exchange offer with alternative cash consideration on Autogrill shares different from from the ones involved by the Transfer, offering shareholders the opportunity to exchange Autogrill shares for Dufry shares (listed in Switzerland on the SIX Swiss Exchange) at the same exchange ratio as the majority shareholder or, alternatively, to receive an equivalent cash amount (cash alternative), equal to Euro 6.33 per share (the "Dufry Offer").

The acceptance period for the Dufry Offer will be agreed with Borsa Italiana within the terms provided by applicable laws and regulations. Depending on the amount of acceptances of Autogrill's minority shareholders to the Dufry Offer and on the choice of Autogrill's minority shareholders to receive Dufry shares instead of cash, once all the conditions under the Combination Agreement are perfected, Edizione's shareholding in Dufry may range between 27.5% and 22% of Dufry's share capital.

On February 23, 2023 Dufry announced that it has filed with Consob the offering document, intended for publication, regarding the Dufry Offer.

In addition, upon completion of the transaction, the Dufry/Autogrill group will take on a new name, aimed at strengthening the new identity created by the combination of the two industry leaders.

* Dufry AG is a global player in the travel retail market with more than 2,200 shops operated in 62 countries and total revenue of CHF 6.9bn.

1 The agreed exchange ratio has been determined by reference to the 3-month VWAP of Autogrill shares and Dufry shares prior to April 14, 2022 (undisturbed price before the press rumors that affected the shares' price performance).

2 Edizione's shareholding in Dufry as of the closing date (i.e. February 3, 2023) takes into account, in addition to the shares subject to the Conversion Right, the Dufry shares purchased on the market by Edizione between the signing date of the Combination Agreement and the closing date of the Transfer.

# WHO WE ARE: THE AUTOGRILL GROUP

## AUTOGRILL IN BRIEF

The Autogrill Group is the world's leading provider of food & beverage services for travelers. The Autogrill brand was created in 1977 following the merger of three divisions: Alemagna, Motta and Pavesi, which were all providers of high-quality motorway catering services in Italy. Today Autogrill is active in 30 countries in North America, Asia, Europe and Oceania, where it manages about 3,300 points of sale with approximately 46,000 employees and a portfolio of over 300 proprietary and licensed brands.

The Autogrill Group serves 774 locations in different travel channels, near cultural attractions, and in shopping centers:

- Airports: management of airport concessions, including snack and beverage bars, cafés, restaurants, and retail shops selling food products and other items (books and magazines, souvenirs, other consumer goods);
- Motorways: management of rest stops (owned or under concession) through which the Group provides food & beverage services and sells food products and other items (books and magazines, souvenirs, other consumer goods, items sold under government monopoly), as well as fuel;
- Railway stations: management of train station concessions, including snack and beverage bars, cafés, and restaurants;
- Other channels: management of points of sale at shopping centers, high streets, trade fairs, and cultural attractions through which the Group provides food & beverage services.

Autogrill runs its food & beverage business mainly through concession contracts signed with the landlords, owners, or managers of airports, motorways, railway stations, and other infrastructure. The concessions are generally awarded through competitive auctions in which the criteria for judging bids vary according to the business channel, type of offering, and country.

To satisfy the constantly changing needs of landlords and consumers, the Group makes use of an extensive portfolio of international and local brands, both proprietary and licensed, which constitute one of the strengths of Autogrill's marketing strategy. Some of the proprietary brands developed internally are La Fucina, Puro Gusto, ACafè, Autogrill Più, Spizzico, Motta, Bubbles, Burger Federation, Grab & Fly, and Le CroBag; licensed brands include international household names (Starbucks Coffee, Burger King, Pret, Shake Shack, Costa Coffee, Eataly, etc.) as well as emerging national brands such as Chick-fil-A, Comptoir Libanais, Leon, and Panda Express.

The Autogrill Group's business model is based on innovative, sustainable and lasting growth built on valuing the consumer experience, developing dependable relationships and partnerships, maintaining a solid and diversified contracts portfolio, and creating shared value in the short, medium, and long term with support from an active capital allocation strategy. The Group recognizes the fundamental importance of seeing current and future trends as opportunities for growth and for upholding its standards of excellence in every country served.

# MISSION, VISION, VALUES

## OUR MISSION

We want travelers to reach their destination happier, safer, and more satisfied thanks to our products and services.

We value their time and strive to make their trip more enjoyable by adding value to their experience, whether by eating, drinking or shopping.

## OUR VISION

To be recognized as the world's best company in food and beverage services for travelers, in terms of dependability and customer care.

## OUR VALUES

Each of us, in every corner of the globe, has the same objective: our own and our customers' wellbeing. Passion, openness, rapidity, reliability, and simplicity are the values that guide us in our work.

## HISTORY

From a rest stop for small numbers of motorists after World War Two into a global powerhouse of food & beverage services for travelers: Autogrill's history is both a success story of international expansion and a mirror of the transformations the Company has undergone, along with the many places it calls home.

| Key milestones | | ESG milestones |
|---|---|---|
| A new way for travelers to dine: Autogrill debuts in 1947 | 1947 | |
| Motorway F&B brands Motta, Alemagna, and Pavesi merge to form Autogrill S.p.A. | 1977 | |
| First overseas acquisitions | 1993 | |
| Stock market listing | 1997 | |
| Acquisition of Host Marriott Services, leading operator in F&B and retail services for travelers in America | 1999 | |
| Business diversification through Aldeasa acquisition | 2005 | |
| | 2005 | First sustainability report |
| Development of Travel Retail & Duty Free business through the acquisition of Alpha Group | 2007 | |
| Acquisition of World Duty Free, leading operator in the UK | 2008 | |
| | 2011 | First sustainability strategic framework: Afuture |
| Autogrill S.p.A.'s Travel Retail and Duty Free businesses spun off to World Duty Free S.p.A. | 2013 | |
| | 2015 | First Sustainability Roadmap |
| | 2021 | New Group approach to strategic sustainability: Make It Happen |
| | 2022 | Autogrill joins the United Nations Global Compact; admission to the Borsa Italiana's MIB® ESG index |

# AUTOGRILL AROUND THE WORLD

## Europe

Austria
Belgium
France
Germany
Greece
Italy
Poland
Slovenia
Switzerland

## International

Australia
China
Denmark
UAE
Finland
India
Indonesia
Ireland
Maldives
Malaysia
Norway
New Zealand
Netherlands
Qatar
United Kingdom
Russia*
Sweden
Turkey
Vietnam

* The Group disposed its operating activities in Russia in 2022.

The Autogrill Group, by revenue, is the **world's highest-grossing provider of food & beverage services for travelers** with recognized leadership of the North American and Italian markets and a significant and growing presence in Europe and Asia.

Autogrill is active in 30 countries, through three business units (North America, International, Europe), and works with a mix of channels and brands. It manages about 3,300 points of sale at 774 locations: airports, rest stops, railway stations, high streets, museums, tradefairs, and shopping centers. By doing business around the world and diversifying its channels, the Group identifies new opportunities to expand the business, promotes best commercial practices through local and international partnerships, and reacts quickly and effectively to changes in the external context. The Group disposed its operating activities in Russia in 2022.

## LOCATIONS BY CHANNEL

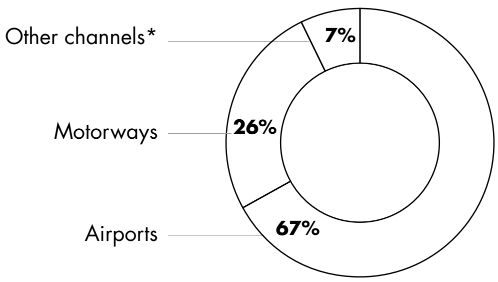
| BUSINESS CHANNEL | N. AMERICA | INTERNATIONAL | EUROPE | TOTAL |
|---|---|---|---|---|
| Airport | 80 | 43 | 16 | **139** |
| Motorway | - | - | 403 | **403** |
| Other | 1 | 43 | 188 | **232** |
| **Total** | **81** | **86** | **607** | **774** |

**Airports:** the Group's principal channel in terms of revenue. The 139 airports served are located around the world, with 80 in North America, 43 in the International area, and 16 in Europe.

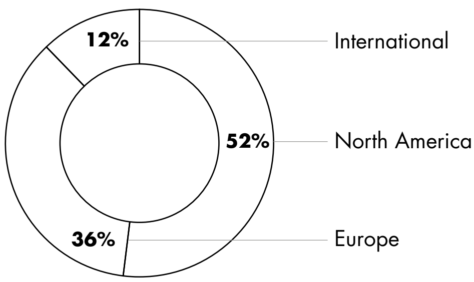
**Motorways:** the second largest channel in terms of revenue, with 403 sites in Europe.

**Other channels:** these include railway stations, urban areas, shopping centers, tradefairs, and cultural attractions, with 232 sites, mainly in Europe (188) and the International division (43).

## REVENUE BY CHANNEL




## REVENUE BY GEOGRAPHY




* Other: stazioni ferroviarie. centri città. centri commerciali e poli fieristici

## BRAND PORTFOLIO

The wide variety of national and international brands, both proprietary and licensed, constitutes the strength of Autogrill's marketing strategy and characterizes a business model that aims to satisfy the many needs of consumers and landlords in every region and business channel.

What makes the Group stand out is a unique brand mix that blends quality and innovation with diversification and sustainability. With a portfolio of more than 300 international, national, and local brands, including about 150 proprietary brands, 140 trademarks under license, and numerous bespoke brands and concepts, Autogrill responds to travelers' needs while making the most of what the local landscape has to offer.

About
**150**

**Proprietary Group brands**

Internally developed concepts provide winning formats to be replicated in multiple regions

About
**100**

**Marchi nazionali e locali in franchising**

Partnerships with outstanding national or local brands, to capture the taste and character of specific countries & regions

About
**40**

**Global franchise brands**

Strategic agreements with leading world brands to provide popular choice for travelers looking for familiarity

Wide array
*******

**Proprietary and licensed bespoke brands**

Concepts created for specific locations and needs

One of the key aspects of its marketing strategy is to create successful concepts, developed in different countries and channels, as well as tailor-made concepts for specific locations. Ties with local and international brand partners allow the Group to offer travelers a brand mix that engages with the territory, while also meeting the need for familiarity by way of internationally recognized brands.

## PURO GUSTO: TRUE ITALIAN COFFEE, FOOD & APERITIVO

Developed internally and inaugurated in 2006 in Milan, Puro Gusto is among the most popular brands internationally. Inspired by the convivial atmosphere of the Italian bar, it offers an experience centered on those everyday customs and rituals that the world so admires in our country. Authentic offerings and Italian quality for any time of day: from breakfast to the evening aperitivo.

**Locations: about 30 worldwide, from Washington, D.C. to the airports of Beijing, Frankfurt, and Milan Linate**

## EATALY: EAT BETTER... TRAVEL BETTER...

Eataly has made the world familiar with the very best of Italian food and wine: brands of inestimable value, with a shared focus on quality, environment, and community. At the restaurant born from Eataly's partnership with Autogrill, travellers from all over the world can eat Italian, live Italian, and discover our country's traditions, for an experience bursting with taste. In addition to the authentic, seasonal dining, the retail area allows travellers to bring some of Italy home.

**Locations: two at Rome Fiumicino airport, opened in 2022, and one at the Secchia Ovest (MO) rest stop on the A1 Milan - Naples motorway.**

## AMORE: ITALIANS DO EAT BETTER!

Amore is the new fast casual concept "all'italiana" and the first Autogrill-brand motorway format with table service: a brand-new option in dining on the road.

The style is pure Italian, from menu to atmosphere: an informal but tasteful setting, relaxed and friendly service, and a selection of dishes and regional specialties invented by high-profile chefs and made with quality ingredients to delight the palate of any guest.

Every detail, from furnishings to tableware, highlights the unique cuisine and design aesthetic of Northern, Central, and Southern Italian regions, bringing guests who stop at Autogrill on a journey of discovery through the atmospheres and flavours that narrate the places, cultures, traditions, and gastronomical expertise of our country.

**Locations: two at Montepulciano Est (SI) and Badia Al Pino Ovest (AR) rest stops on the A1 Milan - Naples motorway.**

## SHAKE SHACK: THE BETTER BURGER RESTAURANT FOR CONSUMERS WHO CARE

A rapidly growing US brand, managed by the Group under license. Shake Shack's mission, "Stand for something good," applies to all of its choices: from how it treats its employees and local communities to its sustainable sourcing of ingredients and emphasis on animal welfare. It is famous for its 100% all-natural Angus beef burgers and free-range chicken sandwiches, without the use of hormones or antibiotics. Its commitment to sustainable, high-quality menus and its fun decor have quickly made Shake Shack a cult favourite with a huge and loyal following.

**Locations: 10 at 10 of the most important airports in the US, from Las Vegas to New York and Florida.**

## JONES THE GROCER EXPRESS - GOURMET FOOD FOR EVERYDAY LIVING

Born in Australia in 1996, Jones the Grocer is an unconventional food store with an exclusive range of private-label gourmet brands. The stores have their own cafés with a selection of freshly made, premium sweet and savoury foods. The modern, chic atmosphere makes for an even more memorable experience. In its "Express" format, Jones the Grocer satisfies the Grab&Go market with fresh gourmet products perfect for eating on the go or bringing home.

**Locations: two at Dubai International Airport (United Arab Emirates); one at Hamad International Airport in Doha (Qatar); and one at Kempegowda International Airport in Bangalore (India).**

## COMPTOIR LIBANAIS: LEBANESE TRADITION AND A LIVELY, MODERN SETTING

Comptoir Libanais is a UK brand of restaurants specialized in Lebanese cuisine. Every detail aims to convey a modern Middle Eastern ambiance, with colours and decorations that celebrate culture and tradition. Travelers can sample real Lebanese cooking in an informal setting, served with care, warmth, and genuine hospitality. The menu is halal, to reflect Lebanese customs and meet the growing needs of international travellers.

**Locations: four, including two in England.**

## LECROBAG VEGGIE - FRENCH TRADITION BECOMES SUSTAINABLE

Le CroBag Veggie is a concept created in 2021 based on the philosophy and success of Le CroBag, a French-inspired bakery located in major German railway stations and acquired by Autogrill in 2018. Le CroBag Veggie is a brand laser-focused on sustainability: its entire menu is vegetarian/vegan, and its coffee comes from certified Fair Trade providers. An emphasis on the color green represents the environmental soul of this new brand, whose stores are entirely powered by renewable energy. To meet the increasingly digital needs of travellers, Le CroBag Veggie uses digital menus, a Click & Collect service, and digital forms of payment to ensure seamless, efficient service.

**Locations: one at Cologne central station and one at Hanover central station.**

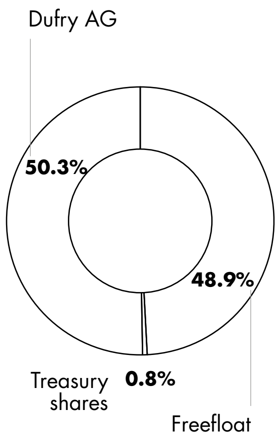
## COSTA COFFEE: PERFECT COFFEE, FROM CROP TO CUP

Costa Coffee is a British café with a global reach. It's a traditional establishment where coffee is served along with fresh, ready-to-eat baked goods. The brand is highly attentive to quality and sustainability alike. Its Coffee with Commitment program makes sure the coffee it serves comes from certified 100% Rainforest Alliance crops, while also focusing on reusable packaging and the wellbeing everyone who interacts with the brand. Its menus include vegan, vegetarian, gluten-free, lactose-free, and nut-free options to meet the needs and preferences of all consumers.

**Locations: eight in the US, Asia, and Middle East**

# OWNERSHIP AND STOCK MARKET PERFORMANCE

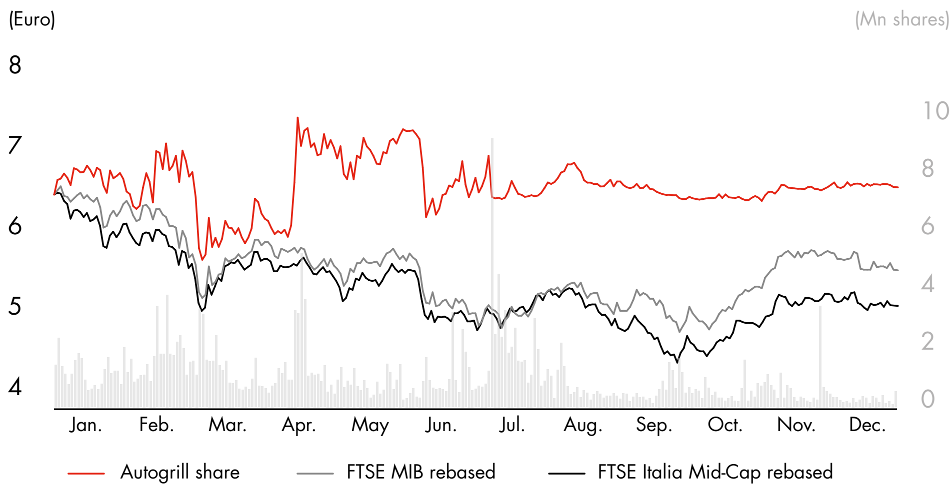
**AUTOGRILL OWNERSHIP STRUCTURE**




Autogrill shares (Bloomberg: AGL:IM / Reuters: AGL.MI) are listed on the Mercato Telematico Azionario operated by Borsa Italiana S.p.A. The key shareholder is Dufry AG, global player in the travel retail market", with a share of 50.3%, while treasury shares amount to 0.8% of the share capital. The remaining shares constitute the Company's free float, held by institutional and retail investors.

The graph below shows the performance of Autogrill shares in 2022, against the two benchmarks, FTSE MIB and FTSE Italia Mid Cap.

**AUTOGRILL STOCK MARKET PERFORMANCE**




**2022 AUTOGRILL SHARE PERFORMANCE**

| | |
|---|---|
| Closing price on 31 December 2022 (€) | 6.246 |
| Annual change | -1.9% |
| High (€) | 6.848 |
| Low (€) | 6.120 |
| Average (€) | 6.436 |
| Average trading volume (millions of shares) | 1.03 |
| Market capitalization on 31 December 2022 (€ mln) | 2,468 |

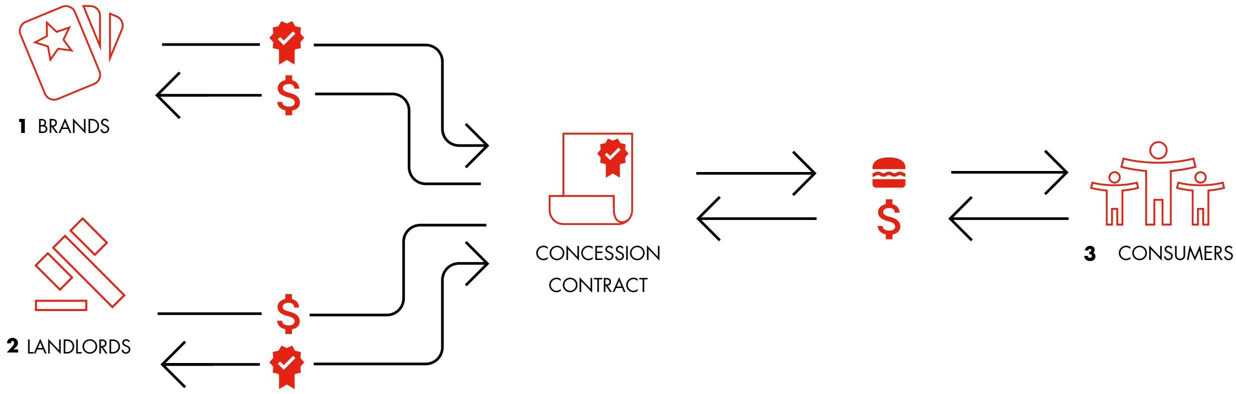
## NON-FINANCIAL RATINGS

In 2022 Autogrill continued to pursue the utmost transparency in sustainability, for the first time in its history taking the Climate Change questionnaire of the international non-profit agency CDP (formerly known as the Carbon Disclosure Project), which operates one of the most important disclosure systems on the environmental impact of investors, businesses, cities, and sovereign states. Autogrill obtained a rating of "B- / Management level"[3]. Thanks to more than 15 years' worth of commitment to ESG, on 20 June 2022 Autogrill became part of the MIB ESG index managed by Borsa Italiana (Euronext Group), consisting of the 40 listed Italian companies with the best sustainability profiles as assessed by the international rating agency Moody's (Autogrill scored 51/100[4] in the 2022 rating, up from 46/100 the previous year). In 2022 Autogrill also obtained an updated score of 24.9[5] from Sustainalytics (Morningstar Group), confirming its rating of "medium risk".

3 CDP Climate Change: score from A (Leadership) a D (Disclosure). Lack of disclosure implies the automatic score of F (Failure to disclose).
4 VigeoEiris: scores from 0 to 100. The higher the score, the better the rating.
5 Sustainalytics: scores from 0 (negligible risk) to 40 (severe risk). The lower the score, the better the rating.

## AUTOGRILL'S VALUE ECOSYSTEM

Autogrill operates mainly under concession agreements, fostering the creation of stable, long-lasting relationships based on transparency, integrity, impartiality, and contractual equity. The concession system allows operators to plan their activities over a medium/long-term horizon. The duration of contracts is usually commensurate with the level of investment required and varies according to the type of offering and the travel channel.

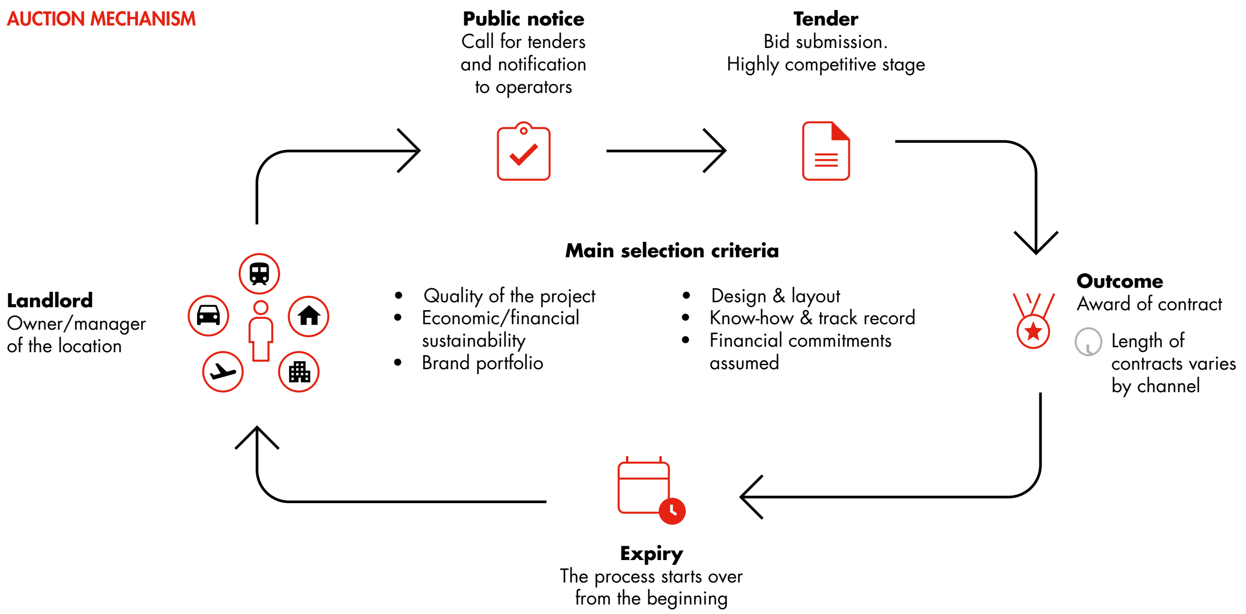



**1** BRANDS
The wide variety of national and international brands, proprietary and licensed, represents the key strength of Autogrill's marketing strategy. Thanks to constant experimentation, food research and valorization of local communities, Autogrill offers consumers innovative, sustainable, high-quality products.

**2** LANDLORDS
Autogrill Group boasts a large and long-duration concession portfolio, based on partnerships with landlords building on constant collaboration and improvement, including the development of highly innovative solutions, concepts, and commercial offerings.

**3** CONSUMERS
Thanks to the deep understanding of customer behaviors, the Group develops commercial offerings focused on evolving consumer trends and purchasing prefer-ences.

## THE BIDDING PROCESS



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260772052
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280771323
290771338
290771820

# OUR WAY: STRATEGY AND SUSTAINABLE INNOVATION

## THE EXTERNAL CONTEXT AND INDUSTRY CHALLENGES

The Autogrill Group is currently facing a number of challenges in its quest for growth: first and foremost, the evolution of the transport industry and traffic trends in the airport, motorway, and railway channels, which are strongly influenced by the global macroeconomic situation (inflation and recession), the geopolitical context (e.g. war in Ukraine), and the potential emergence and pandemic spread of illness such as Covid-19.

In addition, megatrends like innovation and digitalization, responsible consumption, and a focus on communities, climate and environmental impacts are proving to be powerful transverse factors that companies in every industry have to consider when developing their business.

### TRAFFIC FLOWS AND TRAVELERS' BEHAVIOR

The Autogrill Group's business is concentrated along the major transportation routes (airports, motorways, and railway stations) and is therefore heavily affected by trends in traffic volumes, traveler mix, mobility models, and inclination to travel.

By nature, the industry is also influenced by:
- a tendency to consume driven by immediate needs and impulse buying;
- limited competition from online businesses because the captive clientele and security controls at airports limit the capacity for penetration by e-commerce and food delivery services;
- an increasingly complex regulatory framework, in which scale, track record, and service level are fundamental to the landlord's choice of operator.

Starting in the early months of 2020, the national and international scenario was overwhelmed by the spread of the SARS-CoV-2 virus and the restrictive measures taken by public authorities in the affected countries in order to limit contagion. Such measures included limiting personal movement both within and beyond national borders, which reduced the volumes of travellers passing through airports to a bare minimum.

Thanks to the slowdown of the Covid-19 pandemic with the gradual easing of restrictions, and to the successful vaccination campaign, there was a gradual recovery in personal movement – first domestic (e.g. US airports and Italian motorways) and then international and intercontinental. Although pre-pandemic traffic levels have almost completely returned in most of the countries we serve, there are still elements of uncertainty tied to the macroeconomic situation (recession and inflation) and the geopolitical context (notably the war between Russia and Ukraine), not to mention a potential resurgence of the Covid-19 pandemic (e.g. China), which could negatively impact global air traffic and its mix.

For this reason, the Autogrill Group has further developed its capacity to predict short- and medium-term traffic flows through the implementation of "traffic forecast" systems, which use various databases and regression models to optimize operations management and anticipate as well as possible any structural changes in traffic flows and traffic mix in the Group's different channels.

## DIGITAL TRANSFORMATION AND INNOVATION

Over the past decade, digital transformation has been a fundamental driver of development in all business sectors. New forms of technological innovation will radically change the transportation, tourism, and food & beverage sector, by acting on the relationship and means of interaction between a company and its consumers. Having accelerated further as a result of the pandemic, digitalization will continue to be one of the main megatrends influencing the internal and external growth strategies of companies in the Autogrill Group's industry.

## RESPONSIBLE CUSTOMER EXPERIENCE

Consumers have always been central to the implementation of business strategies in the sector of food & beverage services for travelers. Customers care increasingly about what services the Group offers and what kind of impact they have. The customer experience has become more informed and responsible, with a particular focus on environmental issues and quality, new interaction and communication channels, the enjoyment of in-store services in total safety, and a growing demand for personalized offerings.

## FOCUS ON THE COMMUNITY

The global macroeconomic context is undergoing powerful changes: rapid urbanization and the spread of new demographic trends are generating novel social and economic challenges for the communities served by Autogrill. It is important to monitor and intercept present and future changes in order to protect the quality and accessibility of the services offered and ensure the resilient growth of the business at the service of the community.

## CLIMATE CHANGE

The entire world, and developed economies in particular, have a duty to make radically different choices than they have in the past for the sake of a new environmental model that aims to create shared wellbeing through the reuse and regeneration of resources. For this to happen, a profound change of mentality is necessary on the part of institutions, businesses, and individuals.

One of the trends with the greatest impact on both business models and consumer expectations is climate change awareness; companies are asked to take a path forward focused on decreasing waste, offering high-quality, nutritious, recyclable, and sustainable products, monitoring the sourcing process across the entire value chain, and reducing environmental impacts.

The Autogrill Group answers this call with its own business model and a renewed Environmental, Social and Governance (ESG) strategy, with the primary goals of growing sustainably and monitoring the effects of climate change on its business while creating long-term value for the people it works with and the communities it serves.

## INFLATION AND SUPPLY CHAIN

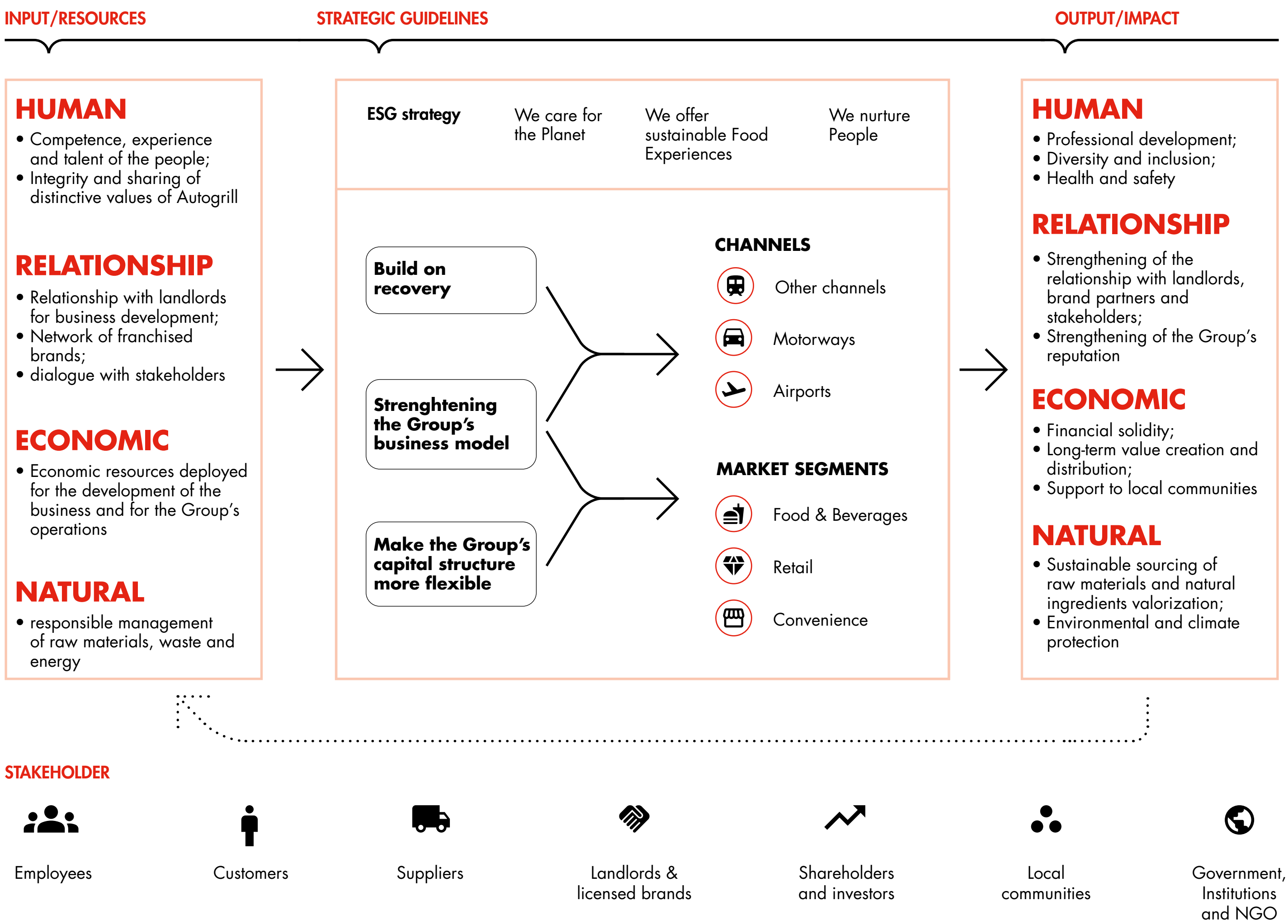
Today's soaring inflation, especially in the most developed economies, poses a serious challenge to the Group when it comes to the cost of the ingredients used in its products and the labor needed to provide its services. It also needs to pay even more attention than usual to its supply chain, in order to avoid shocks and potential disruptions due to product shortages.

In response, the Autogrill Group has further accelerated the implementation of digital systems to make low added-value processes more agile and automatic and reduce the need for dedicated personnel.

The Autogrill Group promptly reacted by activating the appropriate commercial levers to deal with the current inflationary context, as well as acting on the digitization and rationalization of processes. In addition, the selection of highly structured suppliers and the adaptation of menus, where possible, are fundamental tools for ensuring the service levels consumers expect.

## STRATEGY AND VALUE CREATION

The Autogrill Group's business model is based on growth and long-lasting strategic reinforcement, developed through the valuing of internal and external resources, the innovation of commercial offerings, the creation of key partnerships within the sector, and the generation of shared value for the short, medium and long term.



Autogrill follows an active strategy of capital allocation and financial flexibility for the constant strengthening of its contract portfolio, so it can pursue the best opportunities for revenue growth in the channels and geographical areas served while boosting margins and cash flows.

Over the next few years, Autogrill aims to strengthen its global leadership by leveraging a clear, targeted strategy focused on:

- using the recovery phase to best advantage by optimizing the concession portfolio, taking opportunities offered by the market, and implementing new projects such as those in digital innovation, data analysis, and a sharper focus on the customer;
- strengthen the Group's business model by concentrating on cash-generating locations, shifting towards more profitable products and menus, and taking full advantage of structural cost efficiencies; ;
- updating its approach to sustainability as a fundamental element for an improved business model, through the implementation of a new strategic ESG framework based on three pillars: 1) *We Nurture People*; 2) *We Offer Sustainable Food Experiences*; 3) *We Care for the Planet*;
- making the financial structure more flexible, to accelerate growth and support the creation of long-term value.

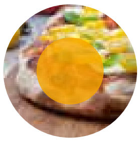
The steps it has taken, especially as regards productivity, cost cutting, and the development of ESG initiatives, form the basis on which the Group will develop its strategy for the years to come.

## HOW WE "MAKE IT HAPPEN": OUR AMBITION FOR A MORE SUSTAINABLE FUTURE

Travel channels, especially airports and train stations, are no longer places of transit but living environments: microcosms available round the clock for the most advanced forms of dining, shopping, and entertainment for people on the move. Across the globe, lifestyles and consumption habits are embracing ethical criteria. The food & beverage industry is no exception, and the most tangible proof is people's interest in healthy, sustainable, high-quality dining even when they travel. In addition, growing pressure on resources makes it imperative to study new approaches, consistent with informed, sustainable production and consumption styles.

For this reason, since 2021 Autogrill has embraced the challenge of taking the Group's ESG strategy to a new level, on the strength of more than 15 years of efforts and initiatives that have made an indelible mark on its business model.

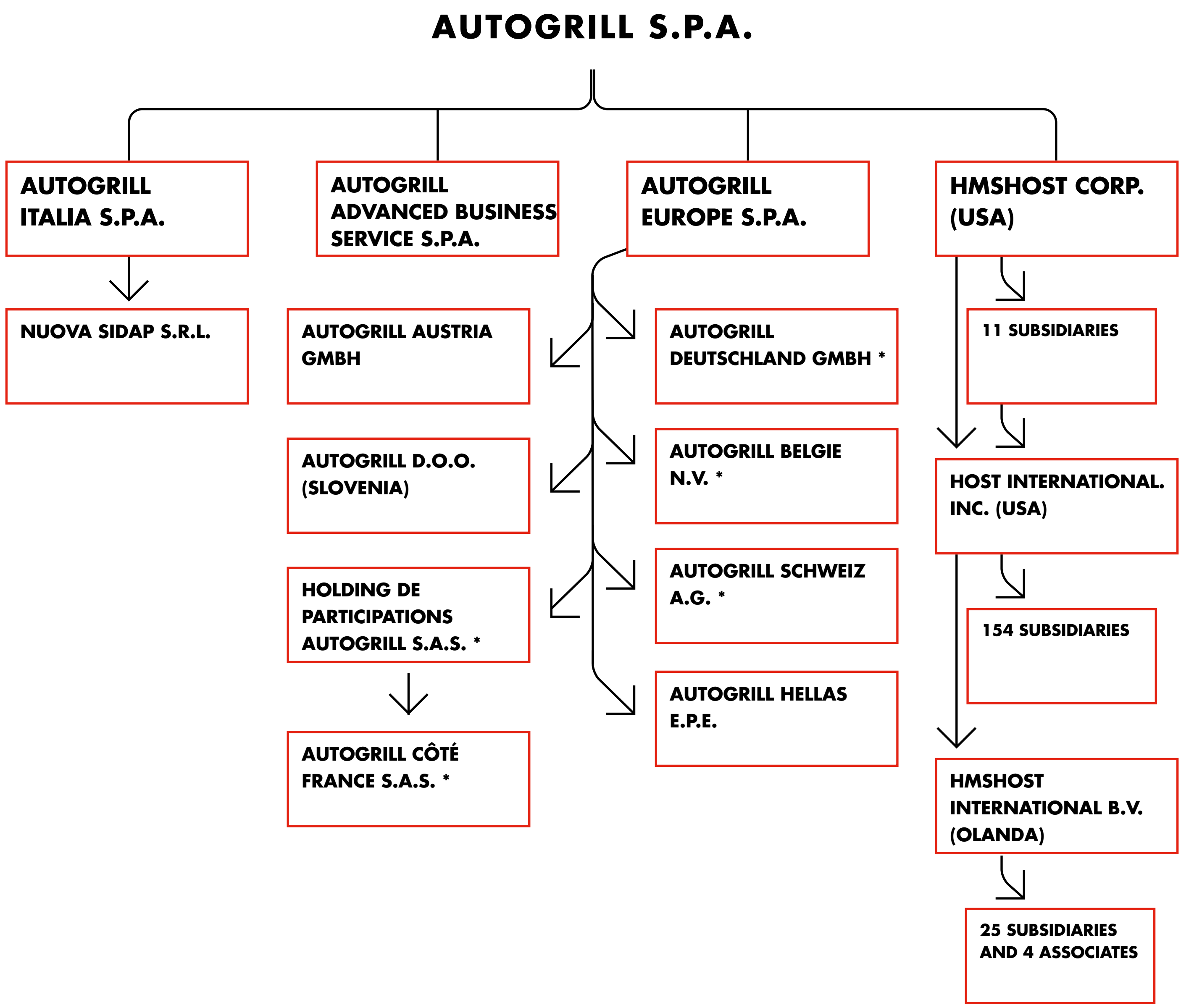
The strategic framework is built on three pillars – We Nurture People, We Offer Sustainable Food Experiences, and We Care for the Planet – that are articulated in nine key sustainability issues that the Group has decided to take on through the definition of specific KPIs and targets with well-defined deadlines.

| | | | |
|---|---|---|---|
| **Strategic pillars** | **We nurture People**  | **We offer sustainable Food Experiences**  | **We care for the Planet**  |
| SUSTAINABLE DEVELOPMENT GOALS | 5 GENDER EQUALITY; 8 DECENT WORK AND ECONOMIC GROWTH; 10 REDUCED INEQUALITIES; 17 PARTNERSHIPS FOR THE GOALS | 3 GOOD HEALTH AND WELL-BEING; 12 RESPONSIBLE CONSUMPTION AND PRODUCTION; 15 LIFE ON LAND; 17 PARTNERSHIPS FOR THE GOALS | 7 AFFORDABLE AND CLEAN ENERGY; 12 RESPONSIBLE CONSUMPTION AND PRODUCTION; 13 CLIMATE ACTION; 17 PARTNERSHIPS FOR THE GOALS |
| **Priority themes** | 1. Employee engagement, talent development & retention<br>2. Diversity, equal opportunities & inclusion<br>3. Customer experience | 4. Food quality & safety<br>5. Product choice, nutrition & transparency<br>6. Responsible sourcing | 7. Waste management & packaging<br>8. Energy, emissions & climate change<br>9. Food waste |
| **Key targets** | 40-50% women representation in leadership roles* by the end of 2030 | 98% sustainable coffee sourced for proprietary brands by the end of 2025 | 20-30% reduction of GHG emissions from electricity consumption along motorways business by the end of 2030 |

Progress in 2022 included the implementation of the strategic roadmap Make It Happen, with the active engagement of all business units through numerous initiatives and with coordination support from the Corporate Sustainability department. The results bear witness to how Make It Happen has injected fresh energy into the commitment Autogrill took on more than 15 years ago, proving that sustainability is deeply rooted in our way of doing business.

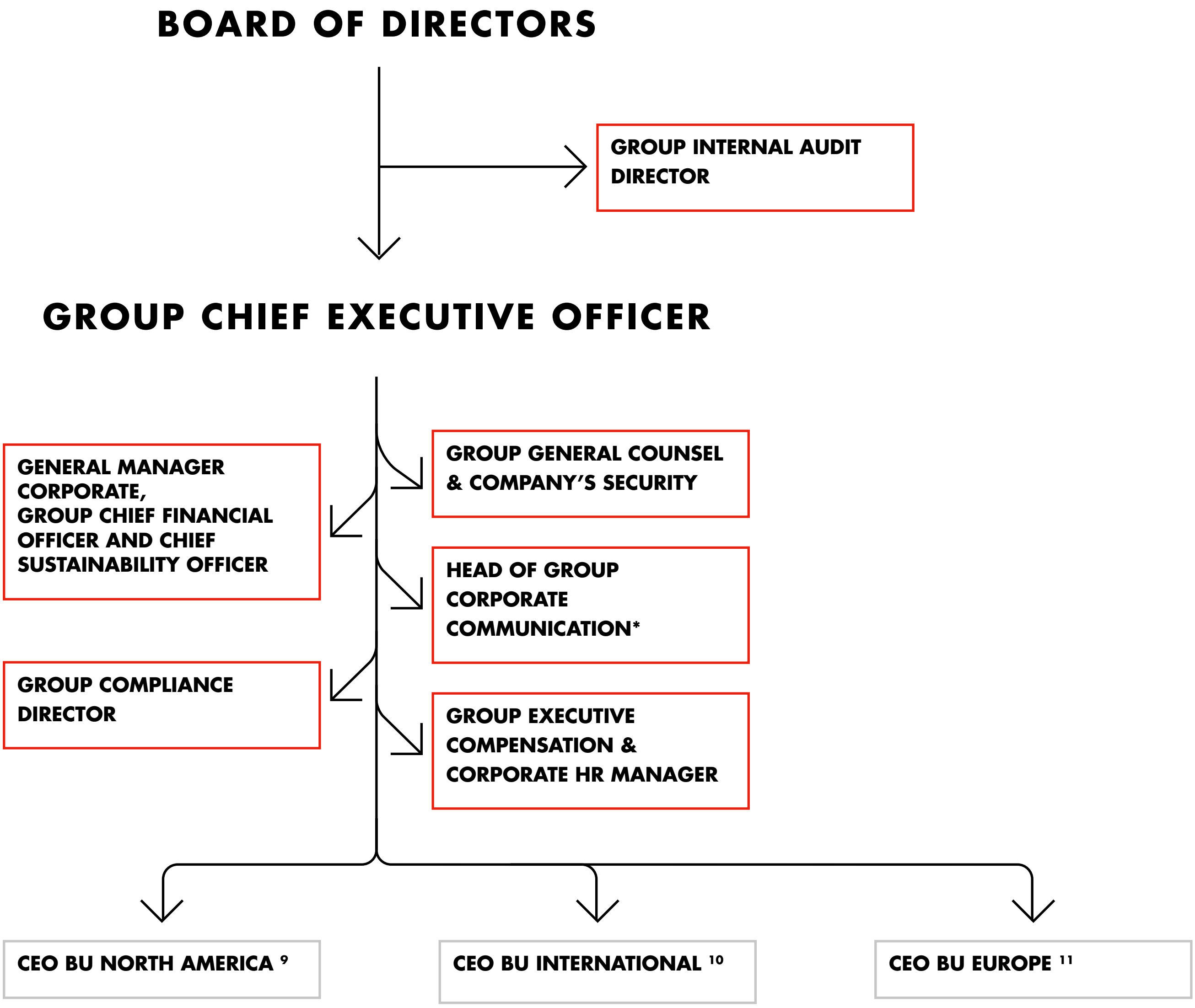
* Definition of leadership roles currently under review

# SIMPLIFIED GROUP STRUCTURE [6] [7] AND ORGANIZATIONAL STRUCTURE [8]




* Companies with directly or indirectly controlled subsidiaries.

6 See the annexes to the Notes for a complete list of equity investments.
7 Company names and the Group structure are up-to-date as of March 2023.
8 Organizational structure subject to review since 15 February 2023.




* Currently vacant.

9 USA and Canada.
10 Includes Northern Europe (Denmark, Finland, Ireland, Norway, Netherlands, UK and Sweden) and Rest of the World (Australia, China, UAE, India, Indonesia, Malaysia, Maldives, New Zealand, Qatar, Turkey, Vietnam, Russia.
11 Includes Italy and Other European countries (Austria, Belgium, France, Germany, Greece, Poland, Slovenia, Switzerland).

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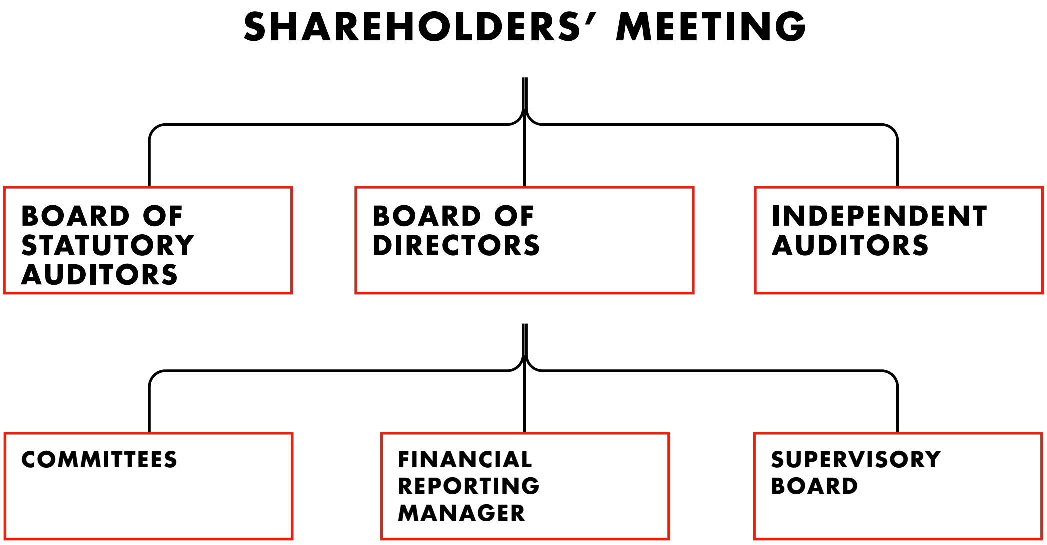
# GOVERNANCE AND RISK MANAGEMENT

## GOVERNANCE

Autogrill has adopted a governance system based on the proper balance between international best practices and the particularities of its business. It is geared toward transparency in managerial decisions and on behavioral practices that create a relationship of trust with the stakeholders.

It is made up of the following bodies:




| | |
|---|---|
| **ANNUAL GENERAL MEETING OF SHAREHOLDERS** | The set of all shareholders, who express the company's will through debate and voting. |
| **BOARD OF STATUTORY AUDITORS** | The control body responsible for ensuring compliance with the law and the articles of incorporation. |
| **BOARD OF DIRECTORS** | The company's "executive branch," responsible for setting strategic and organizational guidelines. |
| **INDEPENDENT AUDITORS** | The company that audits the accounts of Autogrill and the Autogrill Group. |
| **FINANCIAL REPORTING MANAGER** | An executive with organizational and certification responsibilities within a broader range of measures aimed at reinforcing the reliability of public financial disclosures. |
| **COMMITTEES** | The committees formed by the Board of Directors with due diligence, advisory, and proactive functions in specific matters; one of these, the committee for related party transactions, is tasked with ensuring the transparency and the substantive and procedural fairness of transac-tions with related parties. |
| **SUPERVISORY BOARD** | A body with independent powers of initiative and control, responsible for ensuring the func-tioning of and compliance with the Organization and Management Model pursuant to Legis-lative Decree 231/01 and for keeping it up to date. |

## BOARD OF DIRECTORS

The Board of Directors plays a central managerial role. It is Autogrill's "executive branch," responsible for setting the Group's strategic and organizational guidelines. The current Board of Director, appointed on 21 May 2020 and in office until the approval of the 2022 financial statement, is made up of **13 directors** of whom 11 are independent and only 1, Paolo Roverato, is an executive director.

In keeping with international best practices, the roles of Chair and CEO are separate so as to ensure the impartiality and balance required of the Chair of the Board of Directors.

The Board of Directors intervenes directly in the most important decisions, without limit, except for those reserved by law to the Shareholders' Meeting. It is responsible for determining how the Company and the Group is operated and managed, for overseeing general performance, and for defining the corporate governance system and reviewing the internal control procedures, including for the purpose of mapping risks. It acts consistently with its own regulations, adopted on the basis of the recommendations contained in the Corporate Governance Code approved by the Italian Corporate Governance Committee and endorsed by Borsa Italiana S.p.A. (January 2020 edition) (the **"Corporate Governance Code"**).

Following the composition of the Board of Directors in office since the Closing date (3 February 2023):

| Name | Age | Gender | Role | Executive | Independent |
|---|---|---|---|---|---|
| Bruno Chiomento | > 50 | M | Chairman | | X |
| Paolo Roverato | > 50 | M | Group Chief Executive Officer | X | |
| Xavier Rossinyol Espel | > 50 | M | Director | | |
| Francisco Javier Gavilan | > 50 | M | Director | | X |
| Nicolas Girotto | < 50 | M | Director | | X |
| Emanuela Trentin | > 50 | F | Director | | X |
| Barbara Cominelli | > 50 | F | Director | | X |
| Rosalba Casiraghi | > 50 | F | Director | | X |
| Maria Pierdicchi | > 50 | F | Director | | X |
| Manuela Franchi | < 50 | F | Director | | X |
| Marella Moretti | > 50 | F | Director | | X |
| Ernesto Albanese | > 50 | M | Director | | X |
| Francesco Umile Chiappetta | > 50 | M | Director | | X |

Following the composition of the Board of Directors in office until the Closing date (3 February 2023):

| Name | Age | Gender | Role | Executive | Independent |
|---|---|---|---|---|---|
| Paolo Roverato | > 50 | M | Chairman | X | |
| Gianmario Tondato Da Ruos | > 50 | M | Group Chief Executive Officer | X | |
| Alessandro Benetton | > 50 | M | Director | | |
| Franca Bertagnin Benetton | > 50 | F | Director | | |
| Simona Scarpaleggia | > 50 | F | Director | | X |
| Barbara Cominelli | > 50 | F | Director | | X |
| Rosalba Casiraghi | > 50 | F | Director | | X |
| Maria Pierdicchi | > 50 | F | Director | | X |
| Manuela Franchi | < 50 | F | Director | | X |
| Paolo Zannoni | > 50 | M | Director | | |
| Ernesto Albanese | > 50 | M | Director | | X |
| Francesco Umile Chiappetta | > 50 | M | Director | | X |
| Massimo Di Fasanella D'Amore di Ruffano | > 50 | M | Director | | |

## BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors is elected by the Shareholders' Meeting — which also determines its members' remuneration — on the basis of lists submitted by the shareholders in accordance with laws and regulations that also concern gender parity. The lists contain a number of candidates not greater than the number of members to be elected, who are presented in sequential order.

Autogrill's current Board of Statutory Auditors is made up of 3 standing auditors and 2 alternates and will remain in office for financial years 2021-2023.

| Name | Age | Gender | Role | Independent |
|---|---|---|---|---|
| Francesca Michela Maurelli | 30 - 50 | F | Chairman | X |
| Antonella Carù | > 50 | F | Standing auditor | X |
| Massimo Catullo | > 50 | M | Standing auditor | X |
| Michaela Castelli | > 50 | F | Alternate auditor | X |
| Roberto Miccù | > 50 | M | Alternate auditor | X |

The Board of Statutory Auditors oversees compliance with the law and the by-laws, the observance of sound management principles, and to the extent of its responsibilities, the adequacy of the Company's organization, internal control system, and administrative accounting system, and the reliability of the latter in representing business events. In addition, the Board of Statutory Auditors oversees the concrete implementation of the corporate governance rules stated in the codes of conduct published by operators of regulated markets or trade associations, with which the Company declares compliance by way of public disclosures. Finally, in accordance with current legislation, the Board of Statutory Auditors supervises the financial reporting process, the effectiveness of the internal control and risk management system, the statutory audit of the annual and consolidated accounts, and the independence of the audit firm, in particular with regard to the provision of non-audit services.

In performing its functions, the Board of Statutory Auditors coordinates with Internal Audit and with the Control, Risk and Corporate Governance Committee.

In accordance with the provisions of the "Rules of Conduct of the Board of Statutory Auditors of Listed Companies," the Board of Statutory Auditors conducts an annual **internal review** to make sure its members continue to meet the required qualifications and to assess its own work with respect to the activities planned.

### Human Resources Committee

Appointed on 21 May 2020, the committee will remain in office for the entire term of the current Board of Directors. As recommended by the Corporate Governance Code, the Committee is made up of non-executive directors, most of whom are independent. Currently, its members are:

| Name | Title |
|---|---|
| Marella Moretti * | Committee chairperson - Independent director |
| Bruno Chiomento ** | Independent director |
| Maria Pierdicchi | Independent director |

* Appointed on 6 February 2023 to replace of Simona Scarpaleggia.
** Appointed on 6 February 2023 to replace Massimo Di Fasanella D'Amore di Ruffano.

The Human Resources Committee, pursuant to Recommendation no. 25 of the Corporate Governance Code, is responsible (among other matters) for periodically assessing the adequacy and overall consistency of the policy for the remuneration of directors and senior executives, which must be functional to the pursuit of the Company's sustainable success. In addition to serving as a "remuneration committee," the Human Resources Committee also carries out tasks related to the organization and development of human resources and sets the guidelines for appointing the corporate bodies of key subsidiaries.

## CONTROL, RISKS AND CORPORATE GOVERNANCE COMMITTEE

Appointed on 21 May 2020, the committee will remain in office for the entire term of the current Board of Directors. As recommended by the Corporate Governance Code, the Committee is made up of non-executive directors, most of whom are independent. Currently, its members are:

| Name | Title |
|---|---|
| Rosalba Casiraghi | Committee chairperson - Independent director |
| Francesco Umile Chiappetta | Independent director |
| Bruno Chiomento* | Independent director |

* Appointed on 6 February 2023 to replace of Simona Scarpaleggia.

The Control, Risks and Corporate Governance Committee is responsible for assisting the Board of Directors with due diligence, advisory and proactive functions in assessments and decisions relating to the internal control, risk management and corporate governance system of the Company and the Group as well as in those relating to the approval of periodic financial reports.

## STRATEGIES AND SUSTAINABILITY COMMITTEE

Appointed on 21 May 2020, the committee will remain in office for the entire term of the current Board of Directors. As recommended by the Corporate Governance Code, the Strategies and Sustainability Committee is made up of non-executive directors, most of whom are independent. Currently, its members are:

| Name | Title |
|---|---|
| Xavier Rossinyol Espel* | Committee chairperson |
| Ernesto Albanese | Independent director |
| Barbara Cominelli | Independent director |

* Appointed on 6 February 2023 to replace Massimo Di Fasanella D'Amore di Ruffano.

It has due diligence and advisory functions with regard to the Group's strategy and investment policy guidelines, and with regard to the sustainable business success, fosters the integration of sustainability within the Group's strategies and culture, assesses stakeholder engagement, and performs periodic evaluations of the Group's positioning on sustainability themes (including financial market analysis, sustainability ratings and indexes).

Among its other duties, it reviews the CEO's proposals to be submitted to the Board of Directors on matters of:
- business strategies;
- long-term plans and budgets for the Group and its strategically significant operating companies, as well as material transactions, expressing opinions and/or recommendations;
- annual and long-term investment plans, updated and supplemented as necessary;
- the Group's investment policy and updates thereto;
- specific investment projects of strategic and/or economic significance;
- sustainability guidelines.

The Strategies and Sustainability Committee also monitors the implementation of the business strategies and investment programs approved by the Board of Directors.

## COMMITTEE FOR RELATED PARTY TRANSACTIONS

Appointed on 21 May 2020, the committee will remain in office for the entire term of the current Board of Directors. In accordance with regulations, the Committee for Related Party Transactions is made up solely of independent directors. Currently, its members are:

| Name | Title |
|---|---|
| Francesco Umile Chiappetta | Coordinator - Independent director |
| Bruno Chiomento* | Independent director |
| Ernesto Albanese | Independent director |

* For the situation before 6 February 2023, please see the Corporate Governance and Ownership Report 2022

Its functions are aimed at ensuring the transparency and the substantive and procedural fairness of transactions with related parties, observing current laws and regulations.

## POLICIES AND DOCUMENTS THAT GUIDE OUR ACTIONS

### ORGANIZATIONAL MODEL

Adopting an Organization and Management Model helps prevent the risk of unlawful conduct. As part of the broader corporate policy and culture of ethics and social responsibility, in order to ensure fairness and transparency in the conduct of the Group's business and activities, Autogrill has adopted an organizational model in line with the requirements of Legislative Decree 231 of 8 June 2001 ("**LD 231/2001**"), which requires policies and measures suitable for ensuring across-the-board legal compliance and eliminating corporate liability risks (the "**Model**").

The Model consists of a General Part that describes the contents of LD 231/2001, listing the types of crime that expose a company to corporate liability, the potential penalties and the conditions for exemption from liability, as well as the organizational and governance structure of the Company and the activities carried out for the construction, dissemination and updating of the Model; and a Special Part containing the "Protocols," i.e. sets of rules and principles of conduct and control deemed suitable for governing the areas in which the Company is most exposed to the risk of corporate liability pursuant to LD 231/2001.

Overseeing the Model and its proper implementation is the responsibility of the Supervisory Board, which verifies its functioning and the observance of its rules, making sure actual conduct is consistent with the Model and recommending corrective action and disciplinary procedures against offending parties.

### CODE OF ETHICS

This document contains the ethical principles and values that guide Autogrill in doing business. Autogrill is committed to the principles of loyalty, legality, and fairness, on which it has built its growth and success.

To formalize these goals, in November 2002 Autogrill approved the Code of Ethics on which its actions are founded. Observance of this behavioral policy is indispensable to the Group and extremely important for its functioning, reliability, reputation, and image and for the satisfaction of its customers. The principles it contains are the foundation for the current and future development of the Group's businesses and for the prevention of legal offenses.

The commitments described in the Code of Ethics concern everyone who interfaces with Autogrill: customers, employees, consultants, suppliers, competitors, and shareholders, who are all called in equal measure to protect the Group's image and integrity.

### ANTI-CORRUPTION POLICY

In addition to the Model, adopted by Autogrill S.p.A. and its Italian subsidiaries, the Group also has an Anti-corruption Policy, approved by the Board of Directors, which specifies the obligations and principles of conduct applicable to all Group companies:. Through the Code of Ethics, the Group confirms its across-the-board commitment to reject and prohibit corruption under all circumstances, with public officials and private parties alike, and its promise to observe anti-corruption laws in every country served. Group General Counsel is in charge of monitoring proper enforcement of the Anti-corruption Policy, while the local Legal Counsels monitor its implementation and enforcement by other companies in the Group.

Group companies and their individual personnel must report any infringement (or reasonable suspicion of infringement) of the Anti-corruption Policy and/or anti-corruption laws, using the Group's whistleblowing system.

All new hires, during the induction or onboarding phase, are informed of the standards of conduct to be followed on the job in accordance with the Code of Ethics. In some countries the Group offers **specific courses and information sessions on anti-corruption** and ethics, as well as targeted instruction on individual pieces of legislation. This latter includes, in Italy, training every three years in the Model (since 2019 this has been part of the "School of Excellence" program for new managers and future store managers), and in North America and the International area (for higher-risk positions), training in the Foreign Corrupt Practices Act (FCPA), a legal corpus with rules to prevent American companies from bribing foreign public officials in order to create or maintain business relationships.

## TAX RESPONSIBILITY

With tax responsibility becoming an area of increasing scrutiny, Autogrill has **strengthened its overall management of these risks** through the implementation of a Tax Control Framework. The aim is to define new roles and responsibilities, formalize internal regulatory tools, and create new information and reporting flows, but above all to implement a routine process of identification, evaluation and management of tax risks, using testing and other innovative tools to ensure constant monitoring and provide assurance of the operational effectiveness of controls.

Currently in the development phase, the project will improve and formalize the current policy of tax transparency and full compliance with the tax laws in effect in the countries where the Group operates.

For the three years period 2022-2024, Autogrill S.p.A. followed the tax consolidation regulations of the ultimate parent Edizione S.p.A., as permitted by the Consolidated Income Tax Act. Under those regulations, the Company is also part of the fiscal subconsolidation with the other Italian subsidiaries, which for IRES (corporate income tax) purposes only, involves the settlement of accounts receivable or payable with the parent company Autogrill S.p.A.

The settlement was interrupted as of 3 February 2023 following the transfer of the share held by Edizione S.p.A. (through Schema Beta S.p.A.) to Dufry AG. The management will work in proper time to evaluate the most valid tax structure to be adopted in order to better manage the aspects of tax transparency and compliance with the rules.Note that Country-by-Country Reporting has been transferred to the ultimate parent, Edizione S.p.A., which is responsible for filing with the Italian tax authorities.

## OTHER DOCUMENTS

The consolidated non-financial statement includes detailed descriptions of other policies and guidelines that govern the Group's actions, such as the Whistleblowing Policy, the Sustainability Guidelines, and the Diversity, Equity & Inclusion Policy. For further details, see the "Approach to sustainability" section of the consolidated non-financial statement.

# RISK MANAGEMENT AND CONTROL SYSTEM

Risk, understood as the possibility that an event will hinder the achievement of the Group's strategic objectives, with impacts on operating activities, reputation and economic-financial metrics, is inherent to all activity and is an integral part of the business. Understanding and managing risk factors and opportunities therefore means making the best-informed decisions and reducing the volatility of strategic goals, while increasing the long-term sustainability of the Group's performance and strengthening its competitive edge as a means of safeguarding value.

According to the Committee of Sponsoring Organizations of the Treadway Commission (CoSO), through the **Enterprise** Risk Management ("ERM") model, management is able to establish an acceptable level of risk on the basis of which it can evaluate strategic alternatives and set their objectives. ERM, through a rigorous methodology that also includes impact measurement, helps identify the most appropriate response to the identified risk, thus increasing the Group's ability to **reduce the frequency of unforeseen events** and the consequent **costs and losses**. The risk management model also makes it possible to identify and respond proactively to the many opportunities to develop the Group's business and improve the use of capital.

The Group's ability to make informed decisions that take risk into account is not only a factor of competitive success, but also a driver of medium- and long-term sustainability based directly on the Group's risk management approach. To that end, Autogrill has implemented an ERM model for the identification, measurement, management, and monitoring of risks and opportunities, with a proactive approach integrated with company processes that strengthens the management and governance of risk and allows management to deal effectively with uncertainties and the consequent risks and opportunities, thereby improving the Group's capacity to generate value over time.

## AUTOGRILL'S RISK MANAGEMENT MODEL

Autogrill's risk management model is aimed at supporting the organization in its strategic decision-making process and business operations, thanks to the proactive identification and the management and measurement of risks that may affect the Group's ability to achieve strategic objectives and to effectively perform its operations.

The Group's ERM is based on a global approach that addresses all potential areas of risk and opportunity, focusing on the most significant ones in terms of possible impacts on the achievement of strategic objectives or on the value of the Group's assets.

The Group Enterprise Risk Management unit ("ERM Unit") promotes awareness of the market environment and exogenous risk factors that may influence the Group's future planning, strategy and performance. The ERM Unit uses statistical methods to predict risk scenarios and in particular to **forecast trends in passenger traffic** within the geographical areas and transport channels of interest, and periodically updates management on these forecasts.

The risk management process, the risk taxonomy, and the main statistical, modelling and financial risk simulation tools, an integral part of the Group's ERM methodological framework, are detailed below.

## RISK MANAGEMENT PROCESS

The risk management process can be effectively summarized in the following phases:

| **Risk Identification** | **Risk Measurement** | **Risk Response** | **Risk Monitoring** |
|---|---|---|---|
| Identification of the risks and opportunities and the potential events causing them | Quantification of the impact in case of occurrence of such events | Actions to prevent the occurrence and/or mitigate their impact | Monitoring of events/scenarios and implementation of mitigation plans |
| IDENTIFICATION | ASSESSMENT | REACTION | MONITORING |

The risk management process begins with a discussion of **passenger traffic trends** in the geographical areas of interest (based on analyses conducted by the Group Advanced Analytics Datalab@Autogrill) and the **factors** that may significantly affect the normal evolution of traffic, as well as the main country-by-country exogenous risk factors (macroeconomic, technological, environmental, demographic, social, and geopolitical) as periodically analyzed by Group ERM.

### TRAFFIC FORECAST

The short- and medium-term forecast of passenger traffic trends in the regions of main interest to the Group is prepared with support from the Group Advanced Analytics Datalab@Autogrill in order to periodically assess significant disalignment from existing projections.

Statistical forecasting makes use of regressors that are both macroeconomic (GDP per capita, demographics, inclination to travel, CPI, unemployment, trade index) and local/channel-based in nature.

Subsequently, through the structured Operational Risk Assessment process coordinated centrally by Group ERM, the managers of the business units **identify and qualify the individual risks** in terms of impact and probability (**risk identification phase**). The risks are treated as the realization of an **unforeseen event**, caused by an exogenous or internal risk factor. The ERM methodology distinguishes adverse events, which always have a negative impact and could therefore affect the Company's ability to successfully implement its strategy and achieve its objectives, from risk-opportunity events, with both a negative and a positive potential outcome.

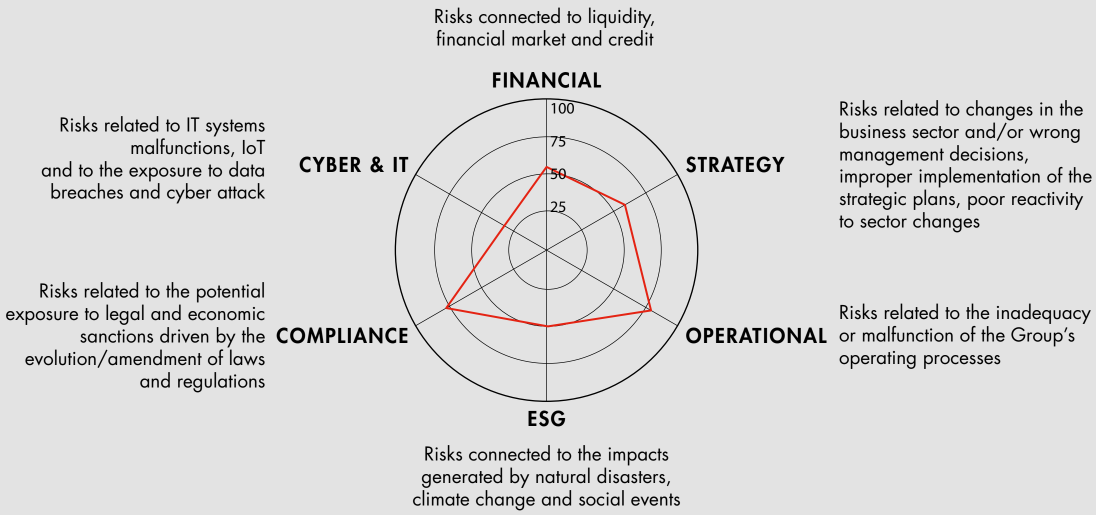
Autogrill's Integrated Risk Model includes different types of unforeseen events organized into risk macrocategories and subcategories, which make up the **Risk Registry**, a central tool for the Risk Assessment process which the managers of the business units help create and periodically revise.

The Autogrill Group's Enterprise Risk Management Model breaks down risks into six macrocategories, catalogued in the Risk Registry, a structured classification of the risks to which the Group is exposed. The six categories are as follows:

- **Strategy risks**, which are those stemming from relationships with landlords, customers, partners, and brand owners; the contract bidding process and the competitive landscape; M&As within the industry; the development strategy in individual areas, in the airport and railway channels, for Western regions, and in developing economies; reputational issues; marketing strategy and digital innovation.
- **Financial risks** relating to the Group's financial condition, debt, loan covenants, and the volatility of financial performance indicators.
- Governance and **compliance** risks. The mitigation of legal and compliance risks is part of the work performed by the "First level control" apparatus.
- **Operational risks**, which are those stemming from business processes: human resources, operations, business continuity, safety, workforce management, training, supply chain, logistics, product and service development, planning.
- IT, data, and **cybersecurity** risks as the impact of cyberthreats and data breaches on the Company's core systems and the sensitive data of customers, the business, and the IoT, as well as the malfunctioning of IT systems critical to business continuity and the locking of suppliers and critical systems.

**ESG risk** relating to energy transition, sustainability policies, and Group processes designed for the achievement of ESG targets.

### AUTOGRILL'S SIX CATEGORIES OF RISK




Once risks have been identified, the **Risk Measurement phase quantifies their impact** if the events in question take place. The main objective is to assess the severity of each risk, considering the **likelihood** that the event will occur over a specified horizon, and its **impact**, i.e. the estimated effect on strategies, economic and financial factors, the Group's image and reputation, the environment, health, and social security.

To quantify risks effectively, the ERM model uses **scenario analyses** that look at the worst-case scenario, the baseline scenario, and the best-case scenario for every identified risk, to paint a picture of how the risks may materialize, the entities affected by their impact, any issues that may change how the Company pursues its goals.

Monte Carlo simulations are also used to determine the probability distribution of the impact of a combination of multiple risks on the individual financial dimension for each of the Group's business units.

Having identified and measured the most significant risks for the business, management devises an effective response plan in order to develop all necessary countermeasures (**Risk Response phase**). In this sense, the Group can take actions to prevent and/or reduce the likelihood of occurrence of potentially risky events, actions to mitigate their impact, and actions to reinforce monitoring plans.

Finally, the Group's ERM model provides for the process of monitoring and identifying the actions of the **mitigation plans (Monitoring phase)**. The main objectives of the risk monitoring and mitigation phase are to assess the **status/effectiveness** of any action plans implemented, to periodically review the **severity of the risks** previously identified, including through the analysis of events occurring after the risk assessment, and to **identify new risks** that might affect performance and business development. To conclude the monitoring phase effectively, the Group uses **key indicators** built for specific clusters of risk, which send an alert when the indicators fall below pre-determined minimum thresholds.

## CLIMATE CHANGE RISKS AND OPPORTUNITIES

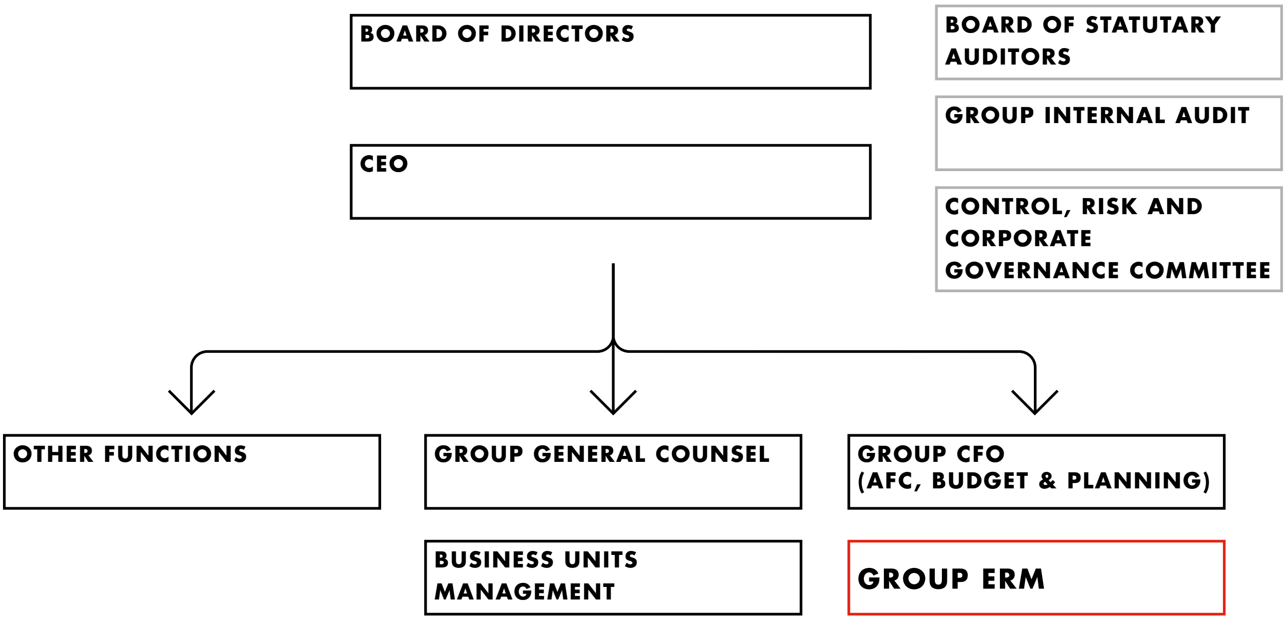
Autogrill knows that the distribution of goods has an impact on the environment. Over time, it has developed technical monitoring and management capabilities in order to reduce its greenhouse gas emissions and minimize the climate risks to which its business is exposed.

The retail and food & beverage sectors face physical and transition risks from climate change with direct or indirect repercussions on its operations, goods, customers, and employees, and with consequences for its financial position.

The physical risks mainly concern agricultural output, with negative effects on crop yields and livestock production. As such, physical risks may involve the interruption of supply chains (including the provision of raw materials) and production processes. Physical risks can also take the form of natural disasters (e.g. earthquakes and floods), which may impact supply chains and the Group's own operations. Transition risks refer to the possible introduction of carbon prices on the direct emissions of livestock farms, agriculture, and production and transformation activities, but they can also manifest as higher raw material prices (due to effects on crop yields) and energy costs, especially for energy-intensive production processes. Uncertain weather conditions can also have an impact on customer behavior and on the demand for certain products.

This enormous challenge presents many new opportunities that the Group is ready to embrace through its strategic ESG initiatives.

## RISK GOVERNANCE AND ORGANIZATION OF THE GROUP ERM UNIT




| Body | Role |
|---|---|
| **Board of Directors** | Supervision and guidance |
| **Chief Executive Officer** | Design, implementation and maintenance |
| **Business unit managers** | Identification, assessment and management<br>• Identifies and assesses pertinent risks<br>• Defines strategies and response plans<br>• Ensures that risks are managed in keeping with Group guidelines and policies |
| **ERM Group** | • Facilitation, methodological support, statistical forecasting, quantitative analysis of financial risk, coordination and reporting<br>• Provides statistical forecasts of passenger traffic by geographical area (with assistance from the Group Advanced Analytics Datalab@Autogrill)<br>• Identifies and informs about the main exogenous risk factors, e.g. macroeconomic, technological, social, and geopolitical, by supplementing and tailoring the analyses of major research institutions to the Group's circumstances<br>• Coordinates the risk analysis and management process<br>• Produces an analysis of the Group's financial risk through the Financial Risk Assessment and Monte Carlo simulations<br>• Promotes the awareness and knowledge of risk factors within the Group<br>• Ensures consistency of method within the Group<br>• Periodically monitors the Group's exposure to risks and the implementation of mitigation plans (residual risk)<br>• Prepares reports for Management and internal control bodies |
| **Board of Statutory Auditors** | Supervision |
| **Group Internal Audit** | Assurance |
| **Control, Risks and Corporate Governance Committee** | Due diligence and recommendations to the Board of Directors |

Enterprise Risk Management ensures the uniform identification, measurement, and management of risks by the Group's different organizational units. The entire organization contributes proactively to the management of risks, promoting a risk management culture that can permeate all of the Group's environments and support strategic decisions.

Each business unit is directly responsible for identifying and assessing potential risk factors and for defining response strategies. In this context, the ERM unit plays a central role of coordination and support for the business unit managers, providing methodology, monitoring, and opportunities for dialogue and ensuring a uniform approach throughout the Group. For the Board of Directors, the ERM unit is also instrumental in determining whether a given level of risk is acceptable in light of the Group's objectives.

## Strategic risks

### MARKET CONTEXT, MACROECONOMIC AND GEOPOLITICAL FACTORS AND INFLATION

The year 2022 was one of great contrasts: while gradual pharmaceutical control of the Covid pandemic got us past the most critical phase of strictly limited personal movement and plunging traffic (especially in the airport channel), with profound consequences for Autogrill's business, Russia's invasion of Ukraine in February 2022 opened up a brand-new phase of uncertainty.

The war in Ukraine acted as a catalyst for the polarization between the US and China, already underway in the form of a trade war, which began in 2018 and culminated in a narrowly averted crisis in August 2022 with former Speaker of the House Nancy Pelosi's visit to Taiwan.

The Ukraine conflict soon took the shape of an economic war, with serious ramifications on the energy supply chain and on the cost of gas, electricity, oil, and grain, given the ample exposure to risk of Germany, Italy, and other European economies. The most dramatic and worrisome effect on Western economies was the steep rise in inflation, much of it imported to Europe, due to the rising cost of energy commodities (and speculation on the TTF in Amsterdam). Inflation was also driven by the combination of excess liquidity in the North American economy, accumulated by households over two years of the pandemic, lower participation in the workforce, and growing supply problems for certain strategic goods, affected by the zero-Covid policy followed by the Chinese government throughout 2022 and the rising trade tensions between the US and China. In just a few months, excess demand and shortage of supply drove US inflation above 8% in 2022, with an ever-increasing risk of higher labor and product costs, while the energy crisis caused by the war in Ukraine was disastrous for Europe's energy-intensive businesses facing prohibitive bills, eroding profit margins, and a medium-term risk of deindustrialization.

The response from central banks, in particular the US Federal Reserve, with the steepest set of interest rate hikes since the 1970s, introduced a new risk for the world's economic growth: global recession.

## Mitigating factors

In 2022 the gradual waning of the pandemic in Western countries allowed a resumption of mobility and in particular of international travel in the airport channel, which was hardest hit and suffering a delayed return to normal compared with other transportation channels, especially in Europe, but it also brought new problems in the form of soaring inflation and energy costs.

Autogrill's experience handling the pandemic remains as acquired know-how for the business and its ecosystem: consumers, suppliers, and brand partners. We now have a wealth of experience in rules of operation, management, organization, and processes, entrenched at all levels of the business, and have permanently enhanced our resilience in the face of serious exogenous risks.

The measures we have incorporated into our system are as follows:

- focusing strongly on all matters related to the safety of workers and consumers, with the prompt enforcement of all safety standards put in place by individual countries (regular disinfection of the premises, provision to employees of all personal protective equipment required by local regulations);
- defining an ad hoc communication strategy for customers, employees, and the market, informing them of the measures taken to protect workers and the public;
- arranging for the systematic sharing of actions proposed by management with the Boards of Autogrill S.p.A. and its subsidiaries;
- studying new commercial mechanisms more closely related to consumer safety and the use of digital technology;
- taking measures to optimize the deployment of resources to the more heavily trafficked stores;
- slimming down and simplifying the hiring process as domestic airport traffic resumed in North America.

Statistical tools were also used to predict how the pandemic would evolve and its impact on geographies and traffic channels of relevance to the Group, with a view to constantly

## Strategic risks

But 2022 was also the year traffic recovered in every channel, with some markets (US domestic traffic) seeing a return to pre-pandemic levels. The risk of a resurgence of the pandemic in developed markets is now strongly mitigated thanks to pharmaceutical advancements and good vaccine coverage.

Airport traffic in the Asia-Pacific region, on the other hand, was still heavily affected by the ongoing Covid-19 pandemic, which led the Chinese government to hold onto zero-Covid policies in the form of local lockdowns and international isolation. Towards the end of 2022, however, China seems to have abandoned this policy once and for all, despite the risk of outbreaks of new variants.

For the medium term, climate change risks are increasingly relevant. The slower the transformation of the world's energy supplies to carbon neutrality and the less ESG programs are effective, the greater the impact of this global risk.

While ESG risk in the short term is mainly reputational, in the medium-range future (4-5 years) it will turn into a compliance risk, as soon as market standards consolidate into reporting standards.

In the long term, the energy transition will bring radical changes to the way people travel, to the benefit of more ecological channels like rail and electric vehicles and to the detriment of high polluters like short-range domestic flights. A faster energy transformation will bring more risks and more opportunities for Autogrill's business.

On the flip side of the coin, a slower energy transition would bring greater climate risk, which for Autogrill essentially means higher food procurement costs and potential shortages of precious resources like water, along with the risk that destinations more exposed to the impact of structural climate change will become less attractive.

In short, the macroeconomic and global risks faced by the Group in the coming years are as follows:

- Energy and utility prices, with the cost of energy (gas and electricity) having reached record highs, directly affected business costs and had an indirect impact in the form of consumers' travel and spending capacity.
- High inflation has led to increased raw material and labor costs (mainly in North America). The loss of purchasing power due to inflation could have a significant impact on leisure traffic and on travellers' consumption of food and beverages.
- Rising fuel prices: the higher price of oil, combined with inflationary factors, could lead to an increase in airfares and consequent hesitation to travel.
- The sluggish post-Covid labor market, with a reduced workforce and low unemployment rates, has caused

## Mitigating factors

measuring the short- and medium-term operational and financial risks.

In this vein, the advanced analysis capabilities the Group has acquired in recent years (simulation, forecasting, machine learning, optimization) have helped make the most of our own internal information as well as Big Data, by integrating quantitative considerations with qualitative and scenario analyses.

Following the same approach, we have set up an Energy Committee that has managed to mitigate the soaring energy costs in Italy and elsewhere in Europe. The stochastic simulation of scenarios for the war in Ukraine, along with forecasts for winter temperatures and the consumption of gas reserves, supported the purchasing strategy to satisfy Autogrill Italia's energy needs for 2023.

In 2022 the Group promptly transferred its small St. Petersburg business to local entities, in accordance with European Union directives.

## Strategic risks

worker shortages in the food & beverage industry but also in air transportation (ground and flight crews), which is slowing down the recovery in travel due to the network's limited capacity to absorb demand.
- The monetary squeeze and higher interest rates are increasing the cost of capital, which may negatively affect development and investing as well as the purchasing power of consumers.
- An economic slowdown in Europe and North America compared to forecasts at the start of 2022 suggest the possibility of a minor recession in the first half of 2023 and the risk of slowed growth for a more extensive period of time.
- China's zero-Covid policy heavily penalized the travel industry in Asia in 2022; the easing of restrictions and the gradual abandonment of zero-Covid policies starting in 2023 offers the chance for increased mobility in Asia, but at the same time pose a risk of new restrictions in the event of more aggressive variants in a region with low vaccination rates.
- The heightening of geopolitical tensions between China and the United States and between Russia and NATO carries the risk of a slowed economic recovery, the militarization of cyberspace, and in the medium term, the beginning of a "deglobalization" with a structural decline in personal interregional mobility.
- The flexible working arrangements that are now entrenched in many Western labor markets risk further slowing the recovery of business travel.
- An increase in the severity and frequency of cybercrime, as described in greater detail below, threatens the Company on several fronts: business continuity, the risk of ransomware, and reputation and compliance risk in the event of a data breach).
- The energy transition and sustainability practices will transform people's mobility and consumption style in the coming years, creating risks and opportunities for the Group.

### CONCESSION CONTRACTS

Most of the Group's operations are conducted under long-term contracts, awarded through competitive bidding, that grant it the right to operate in designated areas of airports, motorways and railway stations. Concessions are therefore fundamental to the Group for achieving its strategic goals.

Risks in this area concern:
- the Group's ability to renew concessions and win new ones;
- the risk that contracts will be less profitable than expected at the time they were awarded, which would reduce the return on investment given that many contracts include an obligation to pay guaranteed annual rent (GAR) regardless of the revenue earned;

## Mitigating factors

The Group mitigates these risks by following an approach aimed at building and maintaining a collaborative partnership with landlords, based in part on the constant development of innovative concepts and commercial solutions that aim to improve infrastructure efficiency and reduce its environmental impact, in the interests of both parties and also of the public.

## Strategic risks

- the possibility that contracts will be terminated or otherwise cease to be valid for various reasons—some of them beyond the Group's control—such as cancellation by the authorities or the courts, the loss of permits, licenses or certificates required by national laws, or counterparties' failure to obtain approval in the case of extraordinary operations;
- any clauses that place limits on the Group's management of local operations and prevent it, for example, from adapting menus or commercial practices to customers' changing needs and preferences;
- the option generally given to concession grantors, even without breach of contract by the operator, to change certain conditions unilaterally (and sometimes without compensation for the operator) by invoking public interest or safety.

### BRANDS AND CONCEPTS

The Group operates through proprietary brands and concepts as well as many owned by third parties, which range from local favourites to international household names.

The main risks concern:
- the loss of significant partnerships or the inability to strike up new ones allowing the Group to attract customers with concepts and brands;
- the decreased attractiveness of concepts or brands in the portfolio, both of which could affect the ability to compete for new contracts and therefore attain development goals.

### COMPETITION

The main risk concerns the potential loss of market share in some strategic areas due to a declining "win rate," i.e. the capacity to win contracts in the most profitable locations. The risk of a diminished competitive position is therefore closely related to strategic development decisions, innovations in offerings and services, the Group's attractiveness as a world player in multichannel food & beverage, and its credibility in keeping promises about performance and customer satisfaction.

In 2022 the travel food & beverage industry was hit hard by supply chain bottlenecks, the increased cost of ingredients and energy, and a low unemployment rate entailing temporary personnel shortages and/or greater hiring costs, especially in North America.

Companies with greater financial resources that were able to adapt to the new circumstances have proved to be more

## Mitigating factors

The main risk mitigation factor is the breadth of the Group's portfolio of external and proprietary brands, which limits its dependence on any brand owned by third parties.

There are teams dedicated to keeping menus up-to-date through the development of new concepts consistent with emerging trends, the monitoring of up-and-coming brands, and the ongoing review of partner brands, so that the most innovative and attractive brands the market has to offer are always in the Group's portfolio.

Finally, this risk is mitigated by the Group's emphasis on building and maintaining good relationships with its most important partners whose brands enjoy the widest popularity.

The ability to adapt to cost volatility, to make recruiting more flexible and agile, to keep energy costs under strict control through advance purchasing and the monitoring of consumption, and to maintain a pricing policy in line with market trends have made it possible to stay ahead of fluctuating costs and new market conditions. Autogrill carefully monitors market trends in order to grasp new investment opportunities, wherever feasible.

At the same time, the Group is always careful to uphold its reputation with landlords, which is an important factor in the awarding and renewing of concessions.

To that end, the Group's broad range of proprietary and third-party brands, both local and international, enable it to compete successfully for commercially viable and profitable locations.

## Strategic risks

resilient, while newer and/or smaller operators or those with less solid finances before the pandemic now risk extinction or absorption by other entities.

The current market rewards better structured businesses that are more able to seize opportunities for growth (organic or by accretion), to the detriment of less structured and/or slower-reacting companies.

## Mitigating factors

In addition, its solid handling of the pandemic crisis and rapid response to new market conditions set it apart as a reliable, sought-after tenant for landlords, who are increasingly attentive to financial solidity and business continuity in addition to brand quality, service, and technical capability.

The Group also has a system for analyzing industry and channel trends so it can monitor its market position at all times.

Finally, it uses a proactive model to assess business development initiatives, analyzing the strategic rationale and main risks and opportunities with the aim of responding quickly to the best opportunities for growth (internal or external) and for the creation of value for its stakeholders.

### INNOVATION

The Group's ability to maintain a constant process of innovation for its products, concepts and services allows it to react promptly to changes in the consumption habits and tastes of its clientele and is therefore key to increasing the satisfaction of customers and concession grantors.

The risk is that this ability would be diminished, especially given the greater speed with which new trends take root. Current market conditions and a focus on these topics by media and social networks have aggravated this risk, by requiring businesses to anticipate what the new market trends will be and how travellers' habits will evolve. Themes such as healthy, environmentally conscious food choices have been joined by new challenges regarding product safety and consumer health.

The Group mitigates this risk by:
- using industry studies by leading market research agencies when developing its offerings, in order to anticipate new trends in consumer demands;
- monitoring performance (quality of service, positioning, attractiveness of menus and of the brand and concept portfolio);
- continuously revising menus in terms of products, concepts and services, while adapting to the latest technologies and the digital world. Special efforts have been made to offer an easier, safer experience for travelers, such as grab'n'go products and digital ordering and payment services;
- constantly updating the portfolio of partner brands to offer the most attractive, innovative names available on the market;
- developing customer retention initiatives and client satisfaction analyses;
- training workers periodically to ensure high standards of service.

### REPUTATION

Our reputation is important for maintaining a relationship of trust with all of our principal stakeholders: customers, landlords, and brand partners. Therefore, reputation is a key factor in the awarding and renewal of concessions. Serious reputational damage entails the risk of:
- making the brand less attractive to customers;
- harming relationships with landlords and brand partners;
- threatening contract renewals (decline in the "win rate" for future tenders);
- eroding trust with partners and brand owners.

The causes stem primarily from the perceived deterioration of service and food safety; the perceived worsening of employee/employer relations; the inability to satisfy

The Group constantly monitors its quality of service with respect to customers (perceived satisfaction and product safety), concession grantors (quantitative and qualitative parameters set out in the contract) and brand partners (observance of operating and development standards); for the largest and most sensitive brands, this includes brand champions hired by headquarters and assigned to support local teams. In addition, suitable brand protection measures are taken in Italy if unpleasant experiences are wrongly attributed to Autogrill.

The Group's commitment to social and environmental sustainability is clear from the values espoused in its Code of Ethics.

## Strategic risks

contractual commitments with landlords and licensors; and an inability to let the business model evolve in response to stakeholders' expectations of social and environmental sustainability.

Loss of reputation can also have indirect causes beyond Autogrill's control. In Italy, the fact that many travellers use the Group's name to refer to highway rest stops in general ("let's stop at the Autogrill") may expose its operations in the motorway channel to reputational risk caused by any shortcomings in competitors' services that are mistakenly attributed to the Group.

For operations involving the use of third-party brands under license or commercial partnerships (a model used widely in emerging markets), any reputation damage suffered by the licensor or partner may expose Autogrill to a potential loss of business due to factors beyond its control.

Another risk factor affecting reputation, which has increased in recent years, is cyber risk in general and more specifically the risk of data breaches. The theft of data pertaining to the business, customers, employees, partners, and suppliers, the potential leak and online publication of such data, or the use and abuse of such data outside the relationship with the Group exposes Autogrill to a strong risk of loss of image and violation of data protection laws.

The widespread and ever growing use of online channels (websites, social media, etc.) is a powerful communication tool because it can reach large numbers of people very quickly and maintain an ongoing relationship with customers, but it also allows false or defamatory news to be magnified.

## Mitigating factors

On environmental issues, it works to promote responsible behaviour in the conviction that protecting individuals and the environment is a global priority for people, businesses and institutions all over the world.

To protect its web reputation, Autogrill has implemented specific policies designed to regulate interaction with the web community and to govern crisis management procedures.

It also engages regularly in forms of commercial, television, and social media communication to reassure the public and draw attention to the high safety and personal protection standards the Group has adopted to keep employees and consumers safe. The systematic communication of its pandemic response has also been a constant in the Investor Relations department activities that keep investors and shareholders up to date.

### DEVELOPMENT IN EMERGING MARKETS

**Strategic risks**

The Group operates in various emerging markets through partnerships with local operators that in some cases require their active participation in store management.

In addition to the typical risks of such markets, it is possible that local partners will fail to meet their contractual obligations including in terms of the operating standards needed to ensure satisfactory quality and service, which could affect the Group's profitability and reputation.

In general, the pandemic and the resulting global crisis have changed the expectations of rapid expansion in certain geographical areas.

Southeast Asia and the Pacific, where the Group has established a growing presence through its International business unit, were held back sharply by zero-Covid policies during the first half of 2022. In the second six months these regions saw a gradual reopening of borders and a

**Mitigating factors**

The Group pursues and favours contracts that leave it in control of operations and commercial aspects. In any case, Autogrill is entitled by contract to perform audits ensuring compliance with service and quality standards.

Regarding potential areas for expansion, Autogrill continues to study and select the best markets and opportunities in light of its strategic goals, including in emerging countries.

In accordance with European government directives, it has closed its locations in Russia and pulled out of all investments in that market.

## Strategic risks

recovery in air traffic, while China continued to enforce severe restrictions throughout the year. Only in early 2023 did China decide to leave its zero-Covid policy behind and reopen its international borders; these areas did see a gradual recovery in domestic and international traffic in 2022, but to a lesser extent than other regions.

The Chinese market presents an ongoing risk given its far slower growth compared with previous years, due to its zero-Covid policy and its ambiguous stance towards Russia and the war in Ukraine, which has heightened tensions with the United States. Geopolitical risk factors may cause the region's growth to be slower than before the pandemic.

Going forward, emerging markets are still a profitable area expected to see swift economic, demographic, and per capita wealth expansion in the coming years, and a potential for non-linear growth in airport traffic that is difficult to reproduce in mature western economies.

The Russian air traffic market, which was growing at a substantial pace, has slowed to a crawl as a result of the military invasion and Western sanctions, with little to no visibility as to the market's recovery and future growth.

HUMAN CAPITAL

Autogrill believes that a transparent policy of responsibility to its employees gives it a competitive edge, because employees are the Group's human capital: the wealth of skills, competencies and qualifications that make it stand out.

Therefore, any lessening of the Group's ability to attract, motivate and retain key employees would make it vulnerable to losing personnel with relevant expertise.

Furthermore, although Autogrill promotes behaviours that value the dignity and protect the rights of all individuals from the selection process throughout their careers, it cannot rule out the risk of discriminatory conduct in the workplace, which could damage the working environment, affect employee retention and harm its reputation.

Issues of gender diversity are discussed in the section on ESG risks.

## Mitigating factors

To mitigate these risks, the Group:

- uses bonus systems designed to reward employee dedication and success, thereby fostering a sense of belonging, and follows salary policies that ensure constant comparison with multinational and Italian companies in the consumer goods industry whose complexity, distribution intensity and capital expenditure are comparable to the Group's. To foster fairer treatment among its companies, the Group distributes international guidelines on various aspects of compensation, while fully respecting national laws and local differences. It also adopts policies and initiatives designed to motivate and retain talent;
- provides dedicated phone lines or email addresses in most of the countries where it operates, to receive any complaints of behaviour that does not live up to its standards of fairness, integrity, transparency, honesty, ethics and legality. It has also created a European platform as a direct means of drawing attention to any conduct inconsistent with the Group's Code of Ethics, but also of signalling excellent behaviour, while ensuring the confidentiality of information and the privacy of individuals;
- develops specific training opportunities and initiatives to develop and fine-tune soft skills and meta-skills, so employees can build their professional and interpersonal qualifications;
- follows a human resource management policy based on principles laid down in the Code of Ethics, which

## Strategic risks

## Mitigating factors

encourages the Group to instil good relationships with its employees and help them develop their skills and abilities;

is committed, as enshrined in the Code of Ethics, to promoting a safe, healthy, and non-discriminatory workplace that lets everyone reach their potential.

To protect its people, the Group follows the strictest international protocols for the protection of individuals who work indoors in contact with the public. On this note it has taken all appropriate measures to ensure safety during working hours.

## Financial risks

Regarding the management of financial risks, consisting mostly of interest rate, exchange rate and liquidity risk, see the financial risk management section of the notes.

## Mitigating factors

Autogrill manages its financial risks by defining Group-wide guidelines that inform financial management of its operating units, as part of an overall policy of financial independence.

In financial and strategic planning, Group Enterprise Risk Management – in close collaboration with Group Advanced Analytics (Datalab@Autogrill) – provides statistical forecast scenarios of the main factors that might influence business performance, such as vehicle and passenger traffic; this aims to determine the maximum expected oscillation of traffic by channel within a given range (90% confidence interval), and identifies the worst-case scenario, the best-case scenario, and the most likely (base) scenario on which to position the baselines of financial projections. Such projections contribute to the assessment of the Group's financial resilience for the coming years.

The Finance department ensures that the financial risk management policies are harmonized, identifying the most suitable financial instruments and monitoring the effectiveness of the policies followed.

The Autogrill Group does not allow the use of speculative derivative instruments.

See the Group Performance section and the notes to the financial statements for further details.

## Operational risks

COUNTRY-SPECIFIC

Business may be interrupted briefly or for longer periods, generally as a result of uncontrollable events such as:

- pandemics;
- biological risks, natural disasters and weather emergencies;

## Mitigating factors

To mitigate this kind of risk, the Group has security and prevention systems and emergency management plans specific to each type of event.

Autogrill has Group-wide and local policies with major

## Operational risks

- acts or threats of terrorism;
- hostilities or wars;
- strikes;
- political instability.

Such events could:
- involve Autogrill locations directly and force them to close;
- halt or significantly reduce traffic;
- hurt critical points of the supply chain (suppliers or partners interdependent with Autogrill);
- damage or affect the functioning of IT systems and network infrastructures that support key business processes.

## Mitigating factors

insurers, which include coverage for material damage and interruption of business and for third-party liability.

In addition, many concession agreements protect the Group against infrastructure closures (and therefore lost business) caused by force majeure.

### LABOR

Labor is a significant factor for the Group, whose business has a significant customer service component. The need to keep service quality up to customers' and landlords' standards, and the complexity of regulations in the many countries served by the Group, give it less flexibility to manage its workforce.

The main risk is a significant increase in the cost per employee, as a result of labor market trends caused by the economy or government regulations, with a consequent decline in productivity.

Another risk relates to the difficulty in recruiting personnel, at a time when unemployment rates are much lower than in the past and the lack of job seekers contrasts with an increase in vacancies as companies in various sectors, including those where the Group is active, attempt to ride the post-pandemic recovery. Combined with the high inflation that struck North America and Europe in 2022 and the prospect of its continuing to some degree in 2023, this could lead to an increase in wages as a means of attracting new workers, and may also affect conversion capacity due to a reduced capacity for service in comparison with pre-Covid periods.

The human resource management policy is based on principles laid down in the Code of Ethics, which encourages the Group to instil good relationships with its employees and help them build their skills and abilities.

The risks in question are mitigated through the constant review of operating procedures, including the incorporation of digital technologies, to make the best, most efficient use of labor by matching skills to the tasks at hand.

The Group has streamlined its hiring procedures to allow for a faster ability to recruit new workers and reduce the impact of the labor shortage in the current market.

### QUALITY, HEALTH AND SAFETY

Autogrill's industry is highly regulated in terms of operating practices and worker and customer health and safety. This applies to personal protections and product quality, from raw materials to the finished product, through the use of proper food preparation processes and quality ingredients in compliance with all local regulations and accepted standards of food and environmental safety.

Any violation of or non-compliance with these complex norms at the local, national or supranational level, as they apply to concession operators or companies in the oil business, may not only expose the Group to lawsuits

The Group has set up region-wide quality control systems to ensure high standards for all its products and services. These are based on risk assessment processes for raw materials, products and their suppliers to measure compliance with quality standards defined by the company following an HACCP approach; on systematic monitoring and control using specific KPIs; and on verifying the effectiveness of these measures through different kinds of specialized audits conducted periodically by internal and external industry professionals.

The Group has always been committed to the highest

## Operational risks

and civil or criminal penalties but could also diminish its reputation.

The outbreak of the pandemic has exacerbated this risk and required the food & beverage industry to adopt even higher standards of personal safety and protection.

## Mitigating factors

standards of health and safety for its employees, primarily through the ongoing review of policies and procedures, but also through technical improvements, constant technology upgrades, personal protective equipment, and training on the job.

In almost all countries served, the Group has set up health and safety committees involving management and workers' representatives (depending on each country's policies), to monitor compliance with laws and regulations and take steps to reduce, if not eliminate, the risk of accidents.

There is also a monitoring system that constantly audits the quality of service with respect to customers' expectations contractual/legal requirements, as well as the controls in place with regard to reducing accidents in the workplace.

SUPPLY CHAIN

The main risks associated with the supply chain are as follows:
- events that might interfere with the proper functioning and continuity of the supply and logistics chain, hindering the Group's ability to provide a complete, balanced and effective assortment that meets the expectations of customers;
- high inflation, as experienced mostly by Western economies in 2022 as a result of post-pandemic growth, geopolitical tensions, supply chain shortages, and the impact of the Russia-Ukraine conflict including a spike in energy costs in Europe. The effect has gradually spread to the ingredients and semi-finished products used in our menus, with a consequent rise in supply costs; profit margins may be eroded as inflation is absorbed to a lesser degree.

When suppliers take longer to source and produce what we need, and when raw materials produced in war zones are not available, deliveries may be interrupted and the Group's locations may no longer be adequately stocked. The impact is magnified if these problems affect suppliers of products that are not easily replaced.

Utility costs rose dramatically in Europe in 2022. In Italy in particular, the cost of electricity reached worrisome levels, multiplying tenfold in August compared with the average 2021 price. The situation regarding the supply of gas is still highly uncertain in Europe, although the European Commission's agreement on price caps cooled speculation on the TTF in Amsterdam. Uncertainty lingers for European gas procurement in 2023, with the definitive abandonment of Russian pipelines and the repercussions on the cost of thermoelectric power in Italy and other countries with high exposure.

An indirect risk is that suppliers, located across the globe in

The Group has contingency plans to make sure its locations are suitably stocked, including by providing support to strategic suppliers that have been hard hit by the pandemic and the war in Ukraine. To put these suppliers on more solid ground, where necessary, business terms have been revised with a particular focus on payment times.

As for raw material prices, specialized internal units constantly strive to meet efficiency targets by negotiating agreements with key suppliers; for strategic materials, prices may be indexed to protect the Group, at least temporarily, from spikes.

On the topic of sustainability and human rights, the Group expects its suppliers to comply with the principles laid down in its Code of Ethics.

The Group's newly formed Energy Committee has managed to mitigate the soaring energy costs in Italy and elsewhere in Europe. The stochastic simulation of scenarios for the war in Ukraine, along with forecasts for winter temperatures and the consumption of gas reserves, supported the purchasing strategy to satisfy Autogrill Italia's energy needs for 2023.

In addition to supplier selection procedures based on a risk assessment approach, the Group has adopted the "Autogrill Group Supply Chain Sustainability Guidelines" that set general standards for the evaluation of vendors and instruct Group companies to work with suppliers that share its sustainability principles and run their businesses ethically and responsibly with respect to people and the environment. The Guidelines set supplier qualifications that are based on the most important international agreements, conventions and standards and are in line with the Group's Code of Ethics.

## Operational risks

the countries served by the Group, will fail to adopt socially responsible behaviours in their commercial dealings or will ignore international standards and principles on matters of personal dignity, working conditions, health, safety and the environment.

## Mitigating factors

## Cyber & IT risks

Cyber risks are exacerbated by the growing enjoyment and distribution of goods and services over global networks (Digital Economy), the use of information technologies to communicate and transfer data in real time with people all over the world, and the permanent adoption of the work-from-home arrangements that became commonplace during the two years of the pandemic.

The main cyber risks consist of:
- cyber-attacks through the use of malware or ransomware;
- the hacking or counterfeiting of a company's e-mail in order to steal information or order payments to non-entitled parties;
- abnormal requests for service to the Group's digital contact points, made public via the Internet (websites, loyalty programs, apps, collaborative portals), in order to cause overloads and crash service;
- Intranet hacking for the purpose of extortion, sabotage, or data theft.

The impact may extend to:
- difficulty with standard operations if the attack aims to thwart access to necessary computer systems by authorized users (e.g. supply chain management);
- denied service and malfunctions due to direct attacks on our business systems, as well as the indirect consequences of attacks on the infrastructures that host our locations (airports, railway stations, etc.), which may suffer outages that affect passenger traffic;
- reputational damage caused by an attack designed to steal sensitive data or identities or attempted extortion/ blackmail schemes;
- the loss of customer data and violation of customer privacy;
- fines, in the event that sensitive data has not been protected in accordance with the latest international directives.

The war that broke out in early 2022 between Russia and Ukraine has further demonstrated how the internet and government information systems have been used as cybernetic battlefields and strategic targets (cyberwarfare) as the conflict unfolds. Cyber weapons like Hermetic Wiper, deployed against Ukraine's internet and government systems as occurred in 2009-2010 with Stuxnet, have the potential to spread across the digital substrate as there is

## Mitigating factors

The Group conducts periodic training programs on the risks of using internet, social media and e-mail, as well as a graduated system for evaluating threats and the resiliency of existing protections to cyber-attacks, including through the use of vulnerability tests.

The Group's Information Security Policy provides guidelines for ensuring suitable, uniform levels of security for the information stored and transmitted using ICT, adopting common methodologies, frameworks, processes, and technology (if possible), assuring legal compliance, and effectively handling risk. It defines the roles and responsibilities of the various players involved in information security. The security guidelines have been set in accordance with international standards (e.g. ISO 27001), laws on information security and company requirements.

As for work-from-home arrangements, the Group has provided staff with individual business productivity tools (laptops) along with communication and security services such as virtual private networks (VPNs), threat emulation tools/firewalls, and the use of SSL certificates and two-factor authentication. It has defined and distributed behaviour policies and training activities and provided constant information on new cyber threats. It has set up a cyber risk help desk for the use of IT devices and formed a cyber security unit at the Corporate level that aims to bring all geographies into line with internationally recognized operational models and security frameworks (e.g. NIST), intensify monitoring and response to cyber issues with coordination between the various regions, and measure the level of cyber risk exposure in order to identify mitigation actions.

The Autogrill Group is aware of the increased risk of cyber-attacks and social engineering as a result of the increased use of malware in the war zones; it has boosted the monitoring of its computer systems and continues to inform employees of cyber risks and the proper use of ICT tools.

In 2022 the Group embarked on a global project to set up a Security Operations Center (SOC), with the aim of focusing even more sharply on cybersecurity and preventing, detecting, and reacting to potential cyberattacks. The SOC also performs a proactive security function by using threat and ICT infrastructure intelligence, and identifies and deals with system and process vulnerabilities before hackers have

## Cyber & IT risks

no possibility for structural confinement and compromise important Western systems, infrastructure, and European agencies.

The ongoing Russia-Ukraine conflict, and geopolitical tensions especially between China and the United States, continue to increase Western countries' exposure to the risk of direct attacks by both war-related and independent hackers. For Autogrill's business the direct risk is limited, but indirect exposure to attacks on transportation infrastructure or the energy and fuel distribution network (e.g. the Colonial Pipeline attack) could have repercussions for business continuity in specific areas.

## Mitigating factors

a chance to exploit them.

## Compliance risks

Violations of the Code of Ethics or of anti-corruption and other laws by Autogrill, its commercial partners, agents or other parties acting in its name or on its behalf may expose the Group and its employees to criminal or civil penalties and damage the Company's and the Group's reputation.

## Mitigating factors

The Group is scrupulous in observing the laws, directives, and regulations that apply to its sectors, in particular through the Group Compliance unit focused on strengthening the organizational and operational apparatus to ensure full compliance with Group procedures, in accordance with applicable laws.

In addition, the Group has adopted:

its own Code of Ethics, which requires all Group companies along with their top executives, managers and employees to conduct themselves according to the principles of legality, fairness and integrity;

an Anti-Corruption Policy that instructs all directors, managers, employees, and internal auditors of Group companies, and everyone who works in Italy or abroad in Autogrill's name or on its behalf, what principles and rules they must follow to ensure compliance with anti-corruption legislation. Through this policy, the Group formalizes its across-the-board commitment to reject and prohibit corruption under all circumstances, with public officials and private parties alike, and its promise to observe anti-corruption laws in every country served.

## ESG RISKS

ESG (Environmental, Social & Governance) factors are a great opportunity for transformation and are an increasingly central and intriguing part of the Group's strategy, specifically as regards diversity, equal opportunities, non-discrimination of workers, inclusiveness, care for the environment, consumer health and nutrition, the impact and recyclability of products and packaging, use of renewable energy, scarcity of resources, and reduction of waste.

Accordingly, risk management processes are being revamped and expanded, so that factors arising from the ESG transformation can be incorporated in the Group's risk profile.

In 2022, the Group strengthened its materiality analysis process, to ensure compliance with the new GRI Standard 2021, carrying out a first voluntary "double materiality" exercise, integrating in the analysis a first qualitative assessment of the impacts which, according to the outside-in perspective, could influence the results and Group performance. This perspective derives directly from the analysis of ESG risk factors carried out by ERM function, and represented in the table below.

| ESG Risks | Mitigating factors |
|---|---|
| GENERAL ESG | |
| In recent years, society's growing attention to social and environmental issues, and changes in national and international legislation, have given momentum to the disclosure and measurement of non-financial results that are now full-fledged indicators of how a company is managed and how competitive it is.<br><br>Socio-environmental topics, diversity, equal opportunities, non-discrimination of workers, inclusiveness, care for the environment, use of renewable energy, scarcity of resources, reduction of waste, and product recyclability are ever more integrated into companies' strategic decisions and increasingly attract the attention of the various stakeholders who are attentive to sustainability.<br><br>The contingent risk is chiefly reputational: if these issues are not adequately addressed, the Group's image could suffer from failing to effectively communicate its strategy. Conversely, there is opportunity in staying ahead of the market's expectations, with far-reaching ESG transformation programs and specially created units to capture the interest of investors and earn the appreciation of consumers and partners.<br><br>The latent, medium-term risk is mostly compliance, and will grow as countries begin to require sustainability reporting standards and formal audit processes, exposing the Company to penalties if it fails to comply with legislation.<br><br>The long-term risk, which goes hand in hand with several opportunities, is a radical change in the way people travel, where the transportation channels better suited to zero-impact technologies (electric power, rail, light vehicles) will be favoured over higher-impact means that are slower | The Autogrill Group has always been at the forefront in implementing policies and strategies that value socio-environmental issues, including highly innovative ways of managing employee and customer relations that put people front and center, and the creation of stores and products that place a premium on sustainability and reduced environmental impact. Over the years the Group has constantly promoted innovative concepts and solutions in terms of energy efficiency, developed programs to reduce and properly handle waste, and engaged in circular economy projects along the supply chain. The Group also takes care to find qualified, certified business partners to ensure a supply chain that is efficient and eco-sustainable.<br><br>To best respond to the demands of stakeholders, it has taken specific steps to integrate sustainability ever more emphatically within its strategies, in particular by:<br>• creating an ESG roadmap that will lead to a positive transformation for the business above and beyond mere compliance, while prioritizing relevant, measurable actions;<br>• forming a Group Sustainability Committee that will maintain the Group's focus on these issues, by periodically monitoring progress with the roadmap and recommending areas for its further development;<br>• naming "Sustainability Champions" at the business units for their implementation of ESG processes;<br>• rationalizing ESG projects within a specific, long-term program, in order to make these issues fundamental to all business decisions and strategies; leveraging three strategic pillars:<br>  • We Nurture People<br>  • We Offer Sustainable Food Experiences<br>  • We Care for the Planet |

## ESG Risks

to join the transformation. The way people use motorway rest stops could also change profoundly, from today's quick stop to a longer, planned experience enriched with services, from "just passing through" to a midway destination on a traveller's journey.

Sustainability and related topics are evolving constantly, highlighting direct and indirect risks for the Autogrill Group. In the short term, the main risks are focused on waste management and food quality and safety, while looking ahead the emphasis is on consumption and energy and the ever-more-prominent theme of inclusiveness. The key ESG risks faced by the Group are as follows:

- Waste and scrap management: Waste management is a crucial topic in Autogrill's industry and a hot-button item for consumers. In the Group's business model, waste management services are often arranged by the landlord or the local entity, which limits its ability to control the entire process and exposes it to reputational risks . Many landlords are also adding waste reduction targets as criteria for awarding contracts, which could make it more difficult for the Group to win new concessions if it is unable to meet these requirements.
- Food quality and safety: consumers' increasing focus on food quality, and rapidly changing markets and trends, pose the risk of dissatisfied customers should the Group be unable to meet the growing demands for quality and safety.
- Reduced plastic and packaging: environmental concerns are shifting the attention of consumers and regulatory authorities towards the reduced use of virgin plastic, including for food and beverage; there is a risk that the value chain will not adapt quickly enough to new regulations, exposing the Group to reputational risks.
- Emissions control: if energy efficiency and emissions reduction programs do not live up to the market's expectations, the Group could be exposed to reputational risks.
- Greenwashing: reputational risks could also arise if the Group's ESG initiatives are viewed as half-hearted, of little impact, or unmeasurable.
- Ability to measure ESG KPIs: data collection processes and measurement of ESG KPIs may not be mature enough to satisfy the expectations of quality and verification required by evolving market standards.
- Climate change: physical risk that extreme weather events may impact the Group's operations or affect inclination to travel in specific zones.
- Transition to electric mobility: risk that changes in how people travel will alter traffic and the characteristics of mobility, leading to slower traffic growth.
- ESG ratings: risk that the Group's sustainability initiatives and communication fail to meet the expectations of ESG rating agencies, which could

## Mitigating factors

- monitoring the effectiveness of the roadmap actions through the creation and monitoring of specific ESG KPIs;
- setting up a 2021 Performance Share Units Plan with sustainability performance targets;
- focusing on energy efficiency, including through an Energy Saving Book that defines low-impact design, construction, and management guidelines for new locations.

## ESG Risks

therefore downgrade the Group's scores and damage its reputation and appeal in the capital markets.

PEOPLE FIRST

Autogrill puts people at the center of its business model: human capital is a strategic priority that the Group plans to protect through initiatives that can mitigate risks and seize the many opportunities for development.

The Group's performance is strictly dependent on its ability to attract, motivate, and retain employees; ensure an inclusive, equitable working environment that values diversity; and understand market trends and consumer demands.

**Employee engagement**
Risks concern the loss of key personnel; inappropriate behaviors that undermine rules and everyday operations; and employee health and safety.

**Diversity, equal opportunities, and inclusion**
Risks concern employees' negative perception of the Group and the failure to achieve goals of diversity and female empowerment.

**Consumer experience**
Risks concern consumer complaints and the negative perception of branding.

SUSTAINABLE PRODUCTS AND SUPPLY CHAIN TRANSPARENCY

The Group's present and future success is closely correlated with its ability to preserve, improve, and leverage the customer experience and the value of its brand. Brand value is based not only on the Group's purpose and mission but also on consumers' perception, which is influenced by a range of factors including food safety and quality, the variety and transparency of offerings, and the Group's commitment to responsible sourcing.

Brand perception, therefore, also depends on the correct implementation of the sustainability practices that Autogrill ensures through systemic coordination in all channels and countries served.

**Food quality and safety**
Risks concern the violation of food safety laws and standards.

**Transparency and variety of offerings**
Risks concern the failure to meet consumers' expectations; sub-par sustainability and innovation; and a lack of transparent information for consumers (packaging and in-store communications).

## Mitigating factors

Autogrill's commitment to protecting and valuing people is affirmed in the first pillar of its ESG framework, "Make It Happen". The Group promotes human engagement throughout the organization, by listening to employees' and consumers' needs, and attracts, develops, and nurtures talent in order to cultivate tomorrow's leaders. It supports an inclusive, diverse environment and has committed to having women in 40-50% of leadership positions by the end of 2030, while rooting D&I culture throughout the organization by training inclusive, responsible leaders. From the consumer standpoint, Autogrill provides travelers around the world with the best possible experiences, treating their needs as the basis for a constant process of improving service.

To mitigate the risks arising from new consumption trends, the Group strives to develop products that are innovative, sustainable, and certified. This commitment is formalized in the second pillar of the new ESG framework, with the goal of offering 98% sustainably produced coffee to consumers in the Group's eight largest markets by 2025.

The Group is highly attentive to all aspects, environmental and social, of supply chain management. The Group Supply Chain Sustainability Guidelines set general standards for evaluating suppliers and lay out the basic principles of the Group's approach to sustainable management of the supply chain, thanks in part to stable, long-term relationships with suppliers based on integrity and cooperation.

## ESG Risks

**Supply chain**
Risks concern the complexity of the supply chain in relation to the traceability and availability of raw materials, and suppliers' failure to comply with the Group's sustainability and human rights policies.

CLIMATE CHANGE AND ENVIRONMENT

Climate change is a global risk factor with a potentially severe impact on the world's economy (worst-case scenario: warming by more than 2 degrees Celsius above pre-industrial levels by 2050). The risks for the Group are operational and strategic: operational because some food supply chains will be affected by higher costs and shortages of certain resources, and strategic because some destinations might become less and less attractive as a result of more frequent extreme weather events.

Climate change, environmental protection, and the energy transition will cause significant changes in how businesses are run in every industry. Autogrill is sharply focused on environmental and climate compliance and takes numerous actions to mitigate emerging risks and seize the many opportunities for strategic development, with particular reference to energy sourcing, emissions reduction, and waste management.

**Energy sourcing**
Risks concern the insufficient supply of energy from renewable/non-renewable sources and the failure to achieve GHG emission reduction targets.

**Environmental impact**
Risks concern non-compliance with laws and standards on recycling and waste reduction; materials and product packaging that do not meet consumers' expectations in terms of innovation and sustainability; and the failure to meet the food waste reduction targets set by the Group.

## Mitigating factors

A key component of Autogrill's renewed ESG approach is care and attention for the planet. The Group strives to develop solutions that can mitigate its impact on the climate and the environment, setting ambitious targets for the reduction of GHG emissions from the use of energy by 2030. To support this process Autogrill has developed a series of initiatives to design, construct, and modernize its stores in accordance with industry best practices, pursuing reduced consumption and opting for a sustainable energy mix that can effectively power all of the Group's operations, and aiming to reduce the use of plastic and improve business circularity through good reuse and recycling habits while promoting food waste reduction in all of the countries it serves.

In accordance with the ESMA recommendation "European common enforcement priorities for 2022 - annual financial reports" of 28 October 2022, although the project to map and quantify the impacts of climate change is currently underway, as the recommendation allows, the Group has conducted a preliminary analysis to identify climate change risks and their potential impact on the Group's operations, especially as regards certain financial statement items whose measurement or amount may be impacted by climate change such as revenue, tangible and intangible assets, right-of-use assets, risk provisions, and inventory.

In light of the impairment tests performed on the goodwill allocated to each cash-generating unit (CGU), which were carried out considering the 2023 budget, 2024-2027 financial projections, and prudent valuation parameters, at this time the existing coverage is considered sufficient to rule out impairment losses due to climate risk impacts and there is not yet cause to write down operating assets for technological obsolescence. Likewise, the amount of any costs relating to Autogrill's environmental impact or to the neutralization of that impact, and the nature of raw materials and merchandise in stock, do not currently suggest the need to write down inventory for the risk that it will go unsold.

Management also believes that the Group's presence in different travel channels and different parts of the world help protect its revenue from climate risk.

The Group will study these issues in greater depth with a view to the ongoing anticipation and monitoring of climate change risks and their potential impact on future performance.

## CYBERSECURITY

Autogrill has a set of processes and systems in place to protect the Company and its business from cyber threats and data privacy violations.

These include:
- a library of policies, procedures, and operating manuals compliant with applicable laws and regulations and with international security standards such as ISO 27000 and National Institute of Standards and Technology (NIST)
- 360° security management processes based on the international NIST framework
- global security risk and performance monitoring through dedicated KPIs and KRIs
- dedicated security systems for offices and stores, such as antivirus and advanced antimalware programs, network protection protocols, data encryption, and two-factor authentication
- monitoring for the detection of threats and attacks
- periodic vulnerability tests to identify weaknesses and actions to take to improve system and data protection
- network segmentation and protection of store systems
- PCI certification in most of the countries where Autogrill operates

In addition, Autogrill uses low-impact systems and technologies in accordance with the Group's Green IT Policy.

### SECURITY AWARENESS

To increase employees' awareness of cybersecurity issues, the Group conducts periodic internal communication campaigns and mandatory and optional training. The content includes risk reduction topics such as:
- Phishing and ransomware
- Password security
- Privacy and data protection
- Social engineering
- Group policy on data privacy and information security
- Proper use of technology
- Prevention of data breaches
- Secure remote working

Autogrill periodically tests its employees' ability to recognize phishing attacks, in order to improve users' awareness and reduce risks.

## DATA PRIVACY AND DATA PROTECTION

Autogrill is committed to protecting its customers' privacy and personal information. It has implemented cybersecurity systems necessary to process personal data safely and prevent unauthorized access, and to ensure that personal data is collected, used, and processed only for legitimate purposes in accordance with applicable laws (primarily the General Data Protection Regulation - GDPR). In addition, Autogrill has adopted a Privacy Model that includes the appointment of a Group Data Protection Officer (DPO), a Security Committee, and internal security managers for each country in which it operates. The Model is supported by policies and procedures compliant with international standards.

To ensure greater transparency towards its employees, customers, and associates, the Privacy Policy is available to all.

## THE INTERNAL CONTROL SYSTEM

Autogrill's internal control system is the set of rules, procedures, and organizational structures allowing for sound, proper management consistent with the Group's strategic objectives and for compliance with the law and the articles of association. An effective internal control system helps make sure that operations are efficient, knowable, and verifiable, and in general assures the integrity and reliability of the Group's corporate and business management.

It also ensures and verifies the quality and reliability of accounting and management data and of the information provided to the boards and the market, including by overseeing how such information is recorded and exchanged.

Autogrill's internal control and risk management system, as concerns operational responsibilities, is in line with international best practices consistent with the principle of three levels of control, as follows:

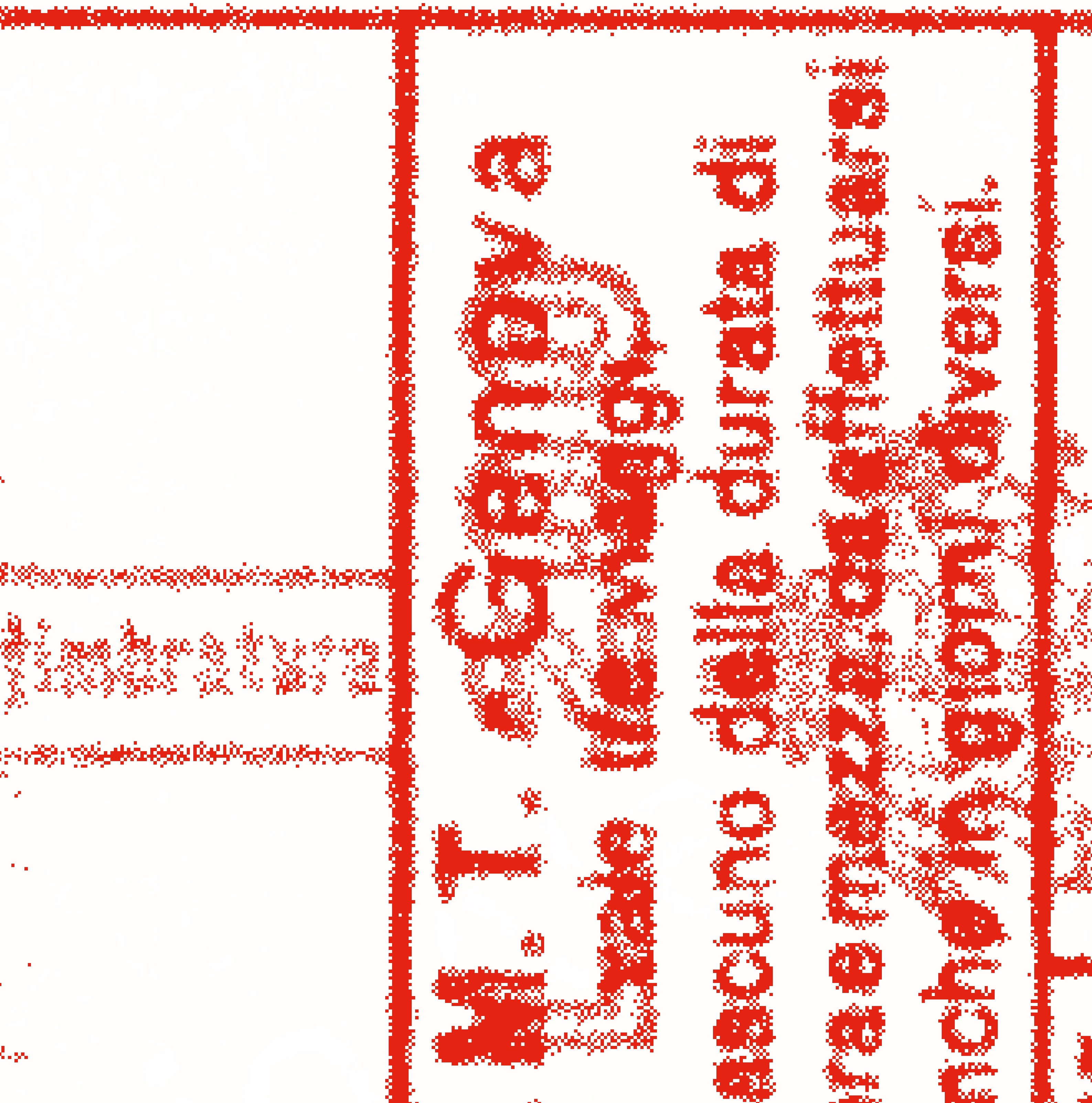
| FIRST LEVEL CONTROL | SECOND LEVEL CONTROL | THIRD LEVEL CONTROL |
|---|---|---|
| Control on Company's processes is delegated to the local management of **each operating units**, becoming an integral part of every process | Control entrusted to **specific fucntion**, separated from the operating units, supporting the local management to develop the system of control and risk management and in its proper functioning | Control delegated to the **Internal Audit** function, which is in charge of evaluating the design and functioning of the control and risk management system regarding the operating activities, the IT systems and the governance of the Group |

Autogrill's internal control and risk management system functions in accordance with an audit plan, developed on the basis of a specific analysis of risks, on activities and processes mapped out within the Group companies. The plan consists of independent first- and second-level controls, in the form of specific auditing projects of business, administrative, and accounting processes; checks of IT system reliability; and follow-ups of the corrective actions determined during the auditing phase to help improve the control and risk management system.

In accordance with its Code of Ethics, the Group acts to develop the **principle of responsibility** in every individual involved in the control system and to give an appropriate control structure to its business wherever it operates. It promotes, at all levels, the need for an adequate internal control and risk management system as the indispensable premise for achieving its goals.


NON

# 1. DIRECTORS' REPORT



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# COMPARABILITY OF DATA, ALTERNATIVE PERFORMANCE MEASURES AND DEFINITIONS

## COMPARABILITY OF DATA

As mentioned in the Notes to the Consolidated financial statements for the year ended 31 December 2022, estimation and measurement criteria are the same as those used the prior year. Where applicable, they have been adjusted consistently with the new amendments and standards that took effect during the year, as detailed in the pertinent section of the Notes.

As in previous years, more than half the Group's operations are located in countries which use a non-euro currency, primarily the United States of America, Canada, Switzerland, and most of the countries in the International division. Due to the local nature of the business, in each country revenue is generally expressed in the same currency as costs and investments. The Group also has a currency risk policy, financing a portion of its net assets in the principal non-euro currencies with debt in the same currency, or entering into currency hedges that achieve the same effect. However, this does not entirely neutralize the impact of exchange rate fluctuations when translating individual financial statement items. The comparability of data is therefore affected by exchange rate trends, which are neutralized through the comparisons "at constant exchange rates" as described in the section below.

## ALTERNATIVE PERFORMANCE MEASURES AND DEFINITIONS

The Directors' Report and the Consolidated financial statements include the consolidated financial and economic measures used by management to monitor the Autogrill Group's performance. These measures are not defined or specified in the applicable regulations for financial reporting. As the specific makeup of these measures is not governed by the accounting standards, the criteria used by the Autogrill Group to determine them could be different from those used by other groups, so they may not be comparable.

The Alternative Performance Measures are constructed solely on the basis of the Group's historical financial figures and are determined in accordance with the ESMA Guidelines on Alternative Performance Measures of 5 October 2015 (ESMA 2015/1415) as per CONSOB Communication no. 92543 of 3 December 2015, considering the additional ESMA guidance of 17 April 2020 "ESMA Guidelines on Alternative Performance Measures (APMs)" and 28 October 2022 (section 3 of the "European common enforcement priorities for 2022 annual financial reports").

The following Alternative Performance Measures were used in this Directors' Report:
- Revenue: in the Directors' Report this refers to operating revenue, excluding fuel sales. Costs as a percentage of revenue are calculated on this basis. Fuel sales are classified net of the corresponding cost under "Other operating income".
- Change "at constant exchange rates": in comparisons with prior-year figures, the phrase "at constant exchange rates" signifies the increase or decrease that would have occurred had the comparative figures of consolidated companies with functional currencies other than the euro been calculated at the same exchange rates employed in the consolidated financial statements as of 31 December 2022.
- Organic revenue growth: this is calculated by adjusting revenue for the two years for the effect of acquisitions, disposals and exchange rates (by translating prior-year sales at the current-year exchange rate) and then comparing the two figures. Organic revenue growth is expressed at constant exchange rates.
- Like-for-like revenue growth: calculated by adjusting organic revenue growth for the impact of new store openings and the revenue generated in the comparison period by stores that are no longer in the portfolio, as well as calendar differences (e.g. leap years) which are shown separately. Like-for-like revenue growth is expressed at constant exchange rates.

- EBITDA: "Profit (loss) for the year" excluding "Income tax", "Financial income", "Financial expense", "Share of the profit (loss) of equity method investments", "Revaluation (write-down) of financial assets", "Depreciation and amortization", and "Impairment losses on property, plant and equipment, intangible assets and right-of-use assets". EBITDA can be gleaned directly from the consolidated 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 groups.
- EBITDA margin: EBITDA expressed as a percentage of revenue.
- EBIT (earnings before interest and tax): the "Operating profit" gleaned directly from the consolidated income statement.
- EBIT margin: EBIT expressed as a percentage of revenue.
- Underlying Alternative Performance Measures: results for the year and their comparison with the previous year may include elements that are unusual or unrelated to operating performance which significantly impact the Group's results over time in an inconsistent, non-systematic way. This could hinder a correct interpretation of the Group's normalized profit when comparing it to the normalized figure for the previous year or future periods, which would limit the value of the information provided in the comparative condensed consolidated income statement and the comparative consolidated income statement prepared in accordance with IAS 1. These elements, specified in the "Group performance" section of the Directors' Report, can be classified as follows:
    - capital gains and capital losses from the disposal of businesses, with the corresponding transaction costs;
    - costs incurred for successful acquisitions, treated as transaction costs that management considers to be unrelated to operating performance;
    - costs for stock option plans (phantom stock options and performance share units).
    - net costs incurred for non-recurring refinancing debt, consisting mainly of a make-whole fee for the early repayment of the American private placements;
    - the costs for strategic, non-recurring Corporate reorganization and efficiency projects which temporarily penalize the performance measures gleaned from the consolidated income statement prepared in accordance with IAS 1;
    - consulting costs to assist the Board of Directors and the Management of Autogrill S.p.A. with preliminary analysis, decision-making, and relations with the authorities and the market in the context of the Integration of Autogrill S.p.A. in Dufry;
    - costs incurred for the Group leadership transition in the context of the Integration of Autogrill S.p.A. in Dufry.

These elements are identified separately and described in specific statements of reconciliation, and result in the following underlying alternative performance measures:

- Underlying EBITDA: determined by excluding the impact of the above mentioned unusual or non-performance-related elements from EBITDA;
- Underlying EBITDA margin: underlying EBITDA expressed as a percentage of revenue;
- Underlying EBIT: determined by excluding the impact of the above mentioned unusual or non-performance-related elements from EBIT;
- Underlying EBIT margin: underlying EBIT expressed as a percentage of revenue;
- Underlying net profit: determined by excluding the impact of the above mentioned unusual or non-performance-related elements from net profit;
- Underlying basic earnings per share: underlying net profit per share;
- Underlying diluted earnings per share: determined by adjusting the underlying net profit attributable to holders of ordinary shares, as well as the weighted average of outstanding shares, to take into account the effects of all potential ordinary shares with dilutive effect and the share options granted to employees; if there is a loss per share there are no dilutive effects.

In the Directors' Report the following definitions are also used:

- Capital expenditure: the investments referred to in the notes "Property, plant and equipment" and "Other intangible assets" to the consolidated financial statements;
- Corporate costs: the costs pertaining to the Group's centralized units;
- Underlying Corporate costs: the costs pertaining to the Group's centralized units minus the effect of the above mentioned unusual or non-performance-related elements;
- Net financial position (net financial indebtedness): the sum of net debt, determined in accordance with the "Guidelines on disclosure requirements under the Prospectus Regulation (04/03/2021 | ESMA32-382-1138)", "Finance lease receivables" (current and non-current), and "Other financial assets" (current and non-current), excluding "Security deposits" and "Interest-bearing sums with third parties";
- Net financial position (net financial indebtedness) excluding lease receivables and liabilities: the net financial position less current and non-current assets and liabilities arising from leases.

Unless otherwise specified, amounts in the report are expressed in millions of euros (€m) or millions of US dollars ($m). In the Notes to the financial statements, unless otherwise specified, amounts are expressed in thousands (€k and $k).

Where figures have been rounded to the nearest million, sums, changes, and ratios are calculated using figures extended to thousands for the sake of greater accuracy.

# GROUP PERFORMANCE

## GENERAL BUSINESS CONTEXT

### THE TREND IN AIRPORT TRAFFIC

Airports are the Group's primary channel and generate around 67% of total revenue, with a widespread presence in North America, Europe, Asia and the Pacific.

In 2022, airport traffic recovered in the Western world (United States and Europe) as all between-country travel restrictions were lifted thanks to the easing of the COVID-19 pandemic. The geopolitical crisis between Russia and Ukraine, with its inflationary effects especially on the cost of energy in Europe, did not compromise the recovery of air traffic in the region.

In North America, the Group's largest airport market, passenger traffic in 2022 was up more than 34%[12] on the previous year, thanks to the resilience of domestic leisure travel and the gradual turnaround in international and business traffic. Compared with 2019, reference year before pandemic, passenger traffic in the airport channel decreased by 11%.

In Europe, airport traffic nearly doubled (+98%[13]) with respect to 2021, gaining momentum in the second half of the year with the recovery of international and intercontinental traffic. Compared with 2019, reference year before pandemic, passenger traffic in the airport channel was down by more than 20%.

The situation was different in Asia, where the ongoing pandemic led many governments to uphold severe restrictions on domestic and international travel. In particular, in China (the region's principal market in terms of traffic volumes), the restrictions stayed in place until the end of the year. Airport traffic was around 13% higher than in 2021, while still 50% lower than in 2019.

### THE TREND IN MOTORWAY TRAFFIC

In the motorway channel, especially since the disposal of the US motorway business in 2021, the Group operates mainly in Europe with a strong presence in Italy, France, Belgium, and Switzerland. Motorway traffic generates around 26% of Group total revenue.

As described above for airport traffic, motorway traffic also benefited from the removal of travel restrictions and stayed close to pre-pandemic levels throughout 2022, despite particularly high inflation for energy goods such as fuel.

In Italy, the Group's largest motorway market, traffic increased by around 10%[14] from 2021 to 2022, with a more significant year-on-year growth trend in the first six months. Passenger traffic in the Italian motorway channel was substantially aligned to 2019.

12 Source: ACI World.
13 Source: ACI Europe.
14 Source: Atlantia 2022 Monthly Traffic Performance.

## CHANGE IN SCOPE OF CONSOLIDATION

In 2022 there were no significant changes in the scope of consolidation. HMSHost Corporation finalized some minor acquisitions in the North American airport channel, for a combined outlay of € 7.1m. In addition, earn-outs are foreseen to be paid over the long term upon the achievement of certain revenue and/or profitability targets to be reached by the acquirees and become payable starting from March 2024 (€ 2.0m recognized under "Other non-current non-financial assets and liabilities"). Revenue generated by these minor acquisitions are not material at Group level.

In the comparative year, on 23 July, further to an agreement dated 31 March 2021 and after obtaining the necessary government authorizations and consent from the landlords, HMSHost Corporation finalized the disposal of its US motorway business to the consortium controlled by Blackstone Infrastructure Partners, which includes Applegreen Limited and B&J Holdings.

The sale price was $ 381.4m, equivalent to € 324.1m; that amount is subject to an earn-out mechanism based on revenue earned by the new ownership in 2022 and 2023, which at the moment cannot be quantified on the basis of currently available information. The capital gain, not considering the earn out which will be realized when it can be determined, amounted to $ 153.1m (€ 129.5m) net of transaction costs.

During the second quarter of 2022, the final settlement was calculated on the basis of the net working capital transferred, resulting in a downward price adjustment of € 2.1m ($ 2.3m) and an adjustment to the capital gain of € 1.7m ($ 1.8m).

Finally, in 2022 the Group made an initial capital contribution of € 3.9m to the new 49%-owned QA HMSHost LLC joint venture established in Qatar through the subsidiary HMSHost International B.V.

## ORGANIC GROWTH

In 2022, the Group obtained new contracts and contract renewals[15] worth a total of € 3.4 billion, with an average duration of around 6 years.

Below are the details by geographical area.

#### NEW AND RENEWED CONTRACTS

| (€billion) | New | Renewed |
|---|---|---|
| North America | 0.3 | 1.3 |
| International | 0.4 | 0.2 |
| Europe | 0.6 | 0.7 |
| **Total** | **1.3** | **2.2** |

The renewals mainly relate to American airports (Fort Myers, Miami e Honolulu) and to the Swedish Airport of Arlanda, while the new contracts are related to Fiumicino (Rome), Salt Lake City, Bangalore and Doha airports.

15 Total value of contracts calculated as the sum of expected revenue from each throughout its duration. Also includes contracts held by equity-consolidated Group companies.

# INCOME STATEMENT RESULTS

Results for the full year 2022 show a significant growth, driven primarily by the strong business performance in all operating segments and by the recovery of air traffic in all the geography where the Group operates. The comparison year was still impacted by the COVID-19 pandemic, but after suffering the effects of the second wave early in the year, there was a steady increase in consumer traffic in all channels served by the Group. This owes to slowdown in contagions which led to the gradual lifting of restrictions, and the successful vaccination campaign.

In this context, the Group earned consolidated revenue of € 4,148.3m, an increase of 50.2% at constant exchange rates (+59.7% at current exchange rates) compared with the previous year's revenue of € 2,596.8m, with steady growth throughout 2022 (€ 4,996.8m in 2019). Underlying EBITDA in 2022 increased by € 122.7m (from € 529.9m to € 652.6m) and 15.7% of revenue (20.4% in 2021). In 2019 this item amounted to € 849.5m. Underlying EBIT in 2022 came to € 100.0m, compared with € -7.0m the previous year, for an increase of € 107.0m (underlying EBIT was a positive € 228.2m in 2019). The underlying net loss attributable to the owners of the parent company amounted to € 28.1m, compared with a loss of € 105.8m in 2021 and an underlying net profit of € 85.0m in 2019.

## CONDENSED CONSOLIDATED INCOME STATEMENT[16]

| | | | | | Change | |
|---|---|---|---|---|---|---|
| (€m) | Full Year 2022 | % on revenue | Full Year 2021 | % on revenue | At current exchange rate | At constant exchange rate |
| Revenue | 4,148.3 | 100.0% | 2,596.8 | 100.0% | 59.7% | 50.2% |
| Other operating income | 242.0 | 5.8% | 192.9 | 7.4% | 25.4% | 20.4% |
| **Total revenue and other operating income** | **4,390.4** | **105.8%** | **2,789.7** | **107.4%** | **57.4%** | **48.2%** |
| Raw materials, supplies and goods | (1,347.6) | -32.5% | (900.1) | -34.7% | 49.7% | 42.8% |
| Personnel expense | (1,370.9) | -33.0% | (820.1) | -31.6% | 67.2% | 57.3% |
| Leases, rentals, concessions and royalties | (470.0) | -11.3% | (152.0) | -5.9% | n.s. | n.s. |
| Other operating expense | (574.4) | -13.8% | (391.5) | -15.1% | 46.7% | 37.0% |
| Gain (Loss) on operating activity disposal [17] | (1.7) | -0.0% | 129.5 | 5.0% | n.s. | n.s. |
| **EBITDA** | **625.7** | **15.1%** | **655.6** | **25.2%** | **-4.6%** | **-12.3%** |
| Depreciation, amortisation and impairment losses | (552.6) | -13.3% | (537.0) | -20.7% | 2.9% | -4.2% |
| **EBIT** | **73.1** | **1.8%** | **118.6** | **4.6%** | **-38.4%** | **-46.4%** |
| Net financial income (expense) | (59.2) | -1.4% | (100.9) | -3.9% | -41.3% | -46.0% |
| Income (expense) from investments, revaluation (write-down) of financial assets | (1.3) | -0.0% | 1.8 | 0.1% | n.s. | n.s. |
| **Pre-tax profit (loss)** | **12.6** | **0.3%** | **19.5** | **0.7%** | **-35.3%** | **-56.0%** |
| Income tax | (32.5) | -0.8% | (40.0) | -1.5% | -18.7% | -27.8% |
| **Net profit (loss) attributable to:** | **(19.9)** | **-0.5%** | **(20.5)** | **-0.8%** | **2.9%** | **-21.3%** |
| - owners of the parent | (53.7) | -1.3% | (37.8) | -1.5% | -41.8% | -49.6% |
| - non-controlling interests | 33.7 | 0.8% | 17.3 | 0.7% | 94.6% | 73.6% |
| **Earnings per share (€)** | | | | | | |
| - basic | -0.1405 | | -0.1192 | | | |
| - diluted | -0.1405 | | -0.1192 | | | |

16 "Revenue" and "Raw materials, supplies and goods" differ from the amounts shown in the consolidated income statement primarily because they do not include revenue and costs from fuel sales, the net amount of which is classified as "Other operating income" in accordance with management's protocol for the analysis of Group figures. This revenue came to € 313.0m in 2022 (€ 285.8m in 2021) and the cost to € 296.7m (€ 269.9m in 2021).
17 The item "Gain (Loss) on operating activity disposal" is net of transaction costs of € 0.0m in 2022 (€ 4.1m in 2021).

## REVENUE

The Group earned consolidated revenue of € 4,148.3m in 2022, an increase of 50.2% at constant exchange rates (+59.7% at current exchange rates) on the previous year's revenue of € 2,596.8m.

| | | | | Organic growth | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | FX | Like-for-like | | Openings | Closings | Acquisitions | Disposals | Reporting calendar |
| North America * | 2,150.1 | 1,302.6 | 158.8 | 741.5 | 56% | 83.2 | (14.9) | - | (121.1) | - |
| International | 502.9 | 190.9 | 0.3 | 243.2 | n.s. | 27.3 | (2.6) | - | - | 43.7 |
| Europe | 1,495.3 | 1,103.3 | 6.0 | 394.5 | 37% | 26.1 | (34.6) | - | - | - |
| *of which:* | | | | | | | | | | |
| *Italy* | *959.0* | *766.5* | - | *207.3* | *28%* | *18.2* | *(32.9)* | - | - | - |
| *Other European countries* | *536.3* | *336.9* | *6.0* | *187.3* | *55%* | *7.9* | *(1.7)* | - | - | - |
| **Total Group** | **4,148.3** | **2,596.8** | **165.1** | **1,379.2** | **53%** | **136.7** | **(52.1)** | **-** | **(121.1)** | **43.7** |
| * *North America ($m)* | *2,264.1* | *1,540.6* | *(1.7)* | *780.8* | *56%* | *87.6* | *(15.7)* | - | *(127.6)* | - |

Thanks to the slowdown of the COVID-19 pandemic with the gradual easing of restrictions, and to the successful vaccination campaign, revenue improved steadily throughout 2022 and achieved solid like-for-like growth (+53%), showing a constant growth trend in all regions and in all channels.

In 2022 the additional revenue from new stores opened mainly in North America (Memphis, Boston, Salt Lake City and Baltimore airports) was partially offset by the streamlining of the Group's presence in all geographical regions.

The decrease in revenue as a result of disposals amounted to € 121.1m, reflecting the disposal of the US motorway business in July 2021.

In 2022 there was a net positive exchange effect of € 165.1m, due mainly to the revaluation of the US Dollar against the Euro.

The "Reporting calendar" effect is due to the fact that the Companies belonging to the business unit International have changed their reporting period by standardizing the closing date of the financial year to 31 December instead of 30 November. Consequently, the reference period for the economic data and the cash flows refers to a period of 13 months (from 1st December 2021 to 31 December 2022), while the same data of the comparative year refer to the period 1st December 2020 - 30 November 2021. The effect on Revenue of the additional month compared to the comparative year is € 43.7m.

### REVENUE BY CHANNEL

| | | | Change | |
|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| Airports | 2,791.9 | 1,427.1 | 95.6% | 77.5% |
| Motorways | 1,061.8 | 1,002.3 | 5.9% | 4.2% |
| Other channels | 294.6 | 167.5 | 76.0% | 73.1% |
| **Total Revenue** | **4,148.3** | **2,596.8** | **59.7%** | **50.2%** |

| | | | | Organic growth | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | FX | Like-for-like | | Openings | Closings | Acquisitions | Disposals | Reporting calendar |
| Airports | 2,791.9 | 1,427.1 | 145.6 | 1,097.5 | 69% | 105.3 | (20.5) | - | - | 36.9 |
| Motorways | 1,061.8 | 1,002.3 | 16.7 | 169.7 | 20% | 21.9 | (27.7) | - | (121.1) | - |
| Other channels | 294.6 | 167.5 | 2.7 | 112.1 | 65% | 9.5 | (3.8) | - | - | 6.7 |
| **Total Group** | **4,148.3** | **2,596.8** | **165.1** | **1,379.2** | **53%** | **136.7** | **(52.1)** | **-** | **(121.1)** | **43.7** |

The like-for-like increase, 53% at the Group level, was most pronounced in the airport channel (+69%) thanks to the upswing in international traffic in all main areas. The other channels also enjoyed a strong recovery (+65%).

**EBITDA**

EBITDA in 2022 amounted to € 625.7m, up from € 655.6m the previous year, decreasing by € 29.9m (15.1% of revenue compared with 25.2% in 2021). The 2021 figure was heavily influenced by the sizable capital gain from the disposal of the US motorway business, which came to € 129.5m net of transaction costs.

Non-performance-related elements in 2022 or in the previous year were as follows:
- costs for stock option plans (phantom stock options and performance share units);
- the price adjustment of the gain realized in 2021 on the disposal of the US motorway activities;
- the costs incurred for efficiency programs at the three business units in the comparative year[18];
- consulting costs to assist the Board of Directors and the Management of Autogrill S.p.A. in the context of the Integration;
- costs for the Group leadership transition in the context of the Integration.

The impact of these elements by business segment is broken down below.

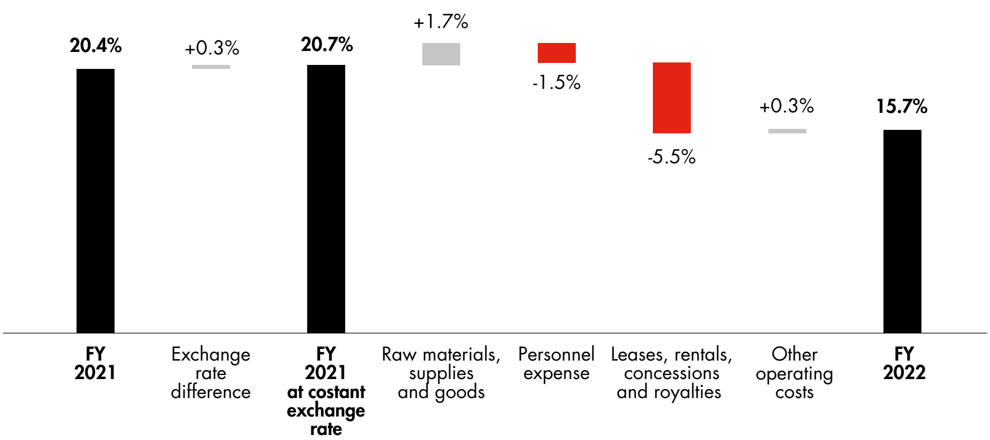
| (€m) | Full Year 2022 | Full Year 2021 |
|---|---|---|
| **North America** | **3.6** | **(128.4)** |
| Stock-based management incentive plans | 1.9 | 0.9 |
| (Gain) Loss on operating activity disposal net of transaction costs [19] | 1.7 | (129.5) |
| Efficiency projects costs | - | 0.1 |
| **International** | **0.7** | **0.2** |
| Stock-based management incentive plans | 0.7 | 0.2 |
| **Europe** | **1.0** | **1.0** |
| Stock-based management incentive plans | 1.0 | 0.5 |
| Efficiency projects costs | - | 0.5 |
| **Corporate** | **21.6** | **1.6** |
| Stock-based management incentive plans | 3.0 | 1.6 |
| Consultancies in the context of the Integration | 16.5 | - |
| Expenses related to the transition in the Group's leadership | 2.0 | - |
| **Total** | **26.9** | **(125.7)** |

18 Efficiency programs mostly related to robotic process automation in the United States (in progress since 2019) and the permanent centralization of the Europe unit's strategic functions at the headquarters in Rozzano, both completed in 2021.
19 This item includes a price adjustment (€ –1.7m) on the capital gain generated by the disposal of the motorway business in the United States reported in the second half of 2021 for € 129.5m, net of transaction costs.

After factoring out these elements, underlying EBITDA amounts to € 652.6m in 2022 (€ 529.9m the previous year), rising by € 122.7m (15.7% of revenue compared with 20.4% in 2021). Most of the improvement in absolute value is due to the substantial increase in sales, as well as the focus on hourly productivity and the product mix. In terms of incidence on revenues, the reduction is mainly attributable, in addition to the general increase in the price of production factors, to the lower impact in 2022 compared to 2021 of government grants received as well as the rent reductions agreed with the landlords mainly in 2021 due to a more significant impact of the pandemic.

| | | | Change | |
|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| **EBITDA** | **625.7** | **655.6** | **-4.6%** | **-12.3%** |
| **EBITDA margin** | **15.1%** | **25.2%** | | |
| Stock-based management incentive plans | 6.6 | 3.1 | | |
| (Gain) Loss on operating activity disposal net of transaction costs | 1.7 | (129.5) | | |
| Efficiency projects costs | - | 0.7 | | |
| Consultancies in the context of the Integration | 16.5 | - | | |
| Expenses related to the transition in the Group's leadership | 2.0 | - | | |
| **EBITDA underlying** | **652.6** | **529.9** | **23.2%** | **14.1%** |
| **EBITDA margin underlying** | **15.7%** | **20.4%** | | |

**CHANGE IN UNDERLYING EBITDA MARGIN**




## RUSSIA-UKRAINE CONFLICT (AND IMPACT ON THE MACROECONOMIC LANDSCAPE) AND IMPACT OF THE COVID-19 PANDEMIC

### RUSSIA-UKRAINE CONFLICT AND IMPACT ON THE MACROECONOMIC LANDSCAPE

In light of the macroeconomic landscape produced by the Russia-Ukraine war and other factors, on the basis of communications from ESMA, CONSOB, and OIV[20], the Group pulled

20 ESMA - "Public Statement - Implications of Russia's invasion of Ukraine on half-yearly financial reports" of 13 May 2022 and "Public statement - European common enforcement priorities for 2022 annual financial report" of 28 October 2022, CONSOB - "Richiamo di attenzione n. 3/22 - Conflitto in Ucraina - Richiamo di attenzione degli emittenti vigilati sull'informativa finanziaria e sugli adempimenti connessi al rispetto delle misure restrittive adottate dall'Unione europea nei confronti della Russia" of 19 May 2022, OIV - "Discussion Paper 1/2022 - Impairment test dei non-financial assets a seguito della guerra in Ucraina" of 13 June 2022.

out of all local business in August 2022 and the two companies based in Russia with which it operated are, as of today, in the liquidation phase. The impact of operations in early 2022 and of the disposal are immaterial: revenue of € 2.3m (0.06% of the Group's total) in 2022 and revenue of € 4.1m (0.1% of the total) in 2021. Although the war does not have a significant direct impact on the Group, the indirect ramifications such as inflation (product costs and energy) are under control thanks to set-price contracts entered into before the conflict pushed prices higher.

These indirect consequences on inflation, and on consumer confidence and the supply chain, will be monitored closely by the Directors in the coming months.

## IMPACT OF THE COVID-19 PANDEMIC

Regarding the COVID-19-related disclosures required for 2020-2021 by ESMA, CONSOB and IOSCO[21], the Group is unable to distinguish what portion of the changes in performance measures between 2022 and 2021 is directly attributable to the course of the pandemic. The overall effects on performance measures and results for which the course of the pandemic is largely if not exclusively responsible are discussed below.

As described previously, during 2022 the Group's revenue was higher (+50.2% at constant exchange rates and +59.7% at current exchange rates) and improving steadily compared with the same period of the previous year, thanks to an upturn in all operating segments.

The cost of raw materials, supplies and goods increased by 42.8% at constant exchange rates (+49.7% at current exchange rates) compared with previous year. This was directly related to the trend in sales, although disproportionately; the figure includes a non-recurring cost of € 0.2m in relation to products expiring or becoming damaged (€ 0.2m in 2021).

With the COVID-19 pandemic slowing down, during 2022 the pandemic-related actions taken by management produced significantly decreased effects. Specifically, the measures that had continued to have a substantial impact in 2021 concerned (i) the labour cost, through a reduction in working hours consistently with the decline in traffic and the use of different forms of relief measures and equivalent actions put in place by local governments in the countries served by the Group; these measures showing a steep decline (€ 5.7m and € 79.8m, respectively in 2022 and 2021); (ii) operating expenses, which do, however, include the final reckoning of non-recurring costs for logistics and for the important measures taken to protect the health and safety of employees and customers (€ 0.9m, compared with € 2.0m in 2021).

In 2022 the Group continued to renegotiate the terms of its existing leases. In the year, these negotiations led to the recognition of rent reductions and cancellations of € 29.3m (€ 174.7m in 2021) directly in the income statement as of the effective date of the relief, in accordance with the amendment to IFRS 16 ("COVID-19 Related Rent Concessions Beyond 30 June 2021 [Amendment to IFRS 16 Leases]") of 31 March 2021 (endorsed on 30 August 2021) which gives lessees the option to account for COVID-19 related rent concessions and cancellations without the need to determine from the contracts whether they constitute lease modifications as defined by IFRS 16, subject to certain conditions. This amendment will no longer be applicable to rent reductions and cancellations as from the second half of 2022. Therefore, the above amount refers to rent reduction and cancellation by that date.

21 ESMA – "European common enforcement priorities for 2020 annual financial reports" of 28 October 2020 and "European common enforcement priorities for 2021 annual financial reports" of 29 October 2021; CONSOB - "Richiamo di attenzione" 6/2020 of 9 April 2020, 8/2020 of 16 July 2020, and 1/2021 of 16 February 2021; and IOSCO - "Statement on Importance of Disclosure about COVID-19" of 29 May 2020.

For the North American subsidiaries, during 2022, € 51.0m ($ 53.8m) was recognized as subsidies from the American government under the Coronavirus Response and Relief Supplemental Appropriation Act (CRRSAA) passed on 27 December 2020 and the American Rescue Plan Act passed on 11 March 2021. That amount was deducted from the item "Leases, rentals, concessions and royalties". A portion of these subsidies, amounting to € 5.5m ($ 5.8m), went to sub-lessees as concession rebates and was deducted from the item "Other operating income".

Furthermore, during 2022 the Group benefited from various forms of government relief amounting to € 3.6m, almost exclusively in Germany and in the business unit International (€ 36.5m in 2021 mainly in Germany, France and Switzerland), which is recognized under "Other operating income".

In the comparative year, financial charges were recognized in connection with renegotiations with lender banks and bondholders, as better explained in the section "Net financial expense, income (expense) from investments, and revaluation (write-down) of financial assets" of this report and in the Notes to the financial statements.

### DEPRECIATION, AMORTIZATION AND IMPAIRMENT LOSSES

These came to € 552.6m in 2022, an increase of 2.9% at current exchange rates (-4.2% at constant exchange rates) compared with the previous year's figure of € 537.0m. The net increase reflects exchange differences from the appreciation of the US dollar and Swiss franc against the euro and the rise in net impairment losses (from € 14.6m in 2021 to € 39.3m), especially as concerns right-of use assets impairment (€ 21.9m) and the goodwill impairment loss recognized in Sweden (€ 4.7m); these factors were only partially offset by the reduced depreciation caused by lower investments during the acute phase of the pandemic and by the disposal of the US motorway business in July 2021, whose impact on the previous year came to € 13.8m.

### EBIT

EBIT in 2022 came to € 73.1m versus € 118.6m the previous year, reflecting the same factors described for EBITDA and the higher impact of impairment losses with respect to 2021.

Underlying EBIT stood at € 100.0m, compared with € -7.0m the previous year, an increase of € 107.0m.

| | | | Change | |
|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| **Operating profit (EBIT)** | **73.1** | **118.6** | **-38.4%** | **-46.4%** |
| **EBIT margin** | **1.8%** | **4.6%** | | |
| Stock-based management incentive plans | 6.6 | 3.1 | | |
| (Gain) Loss on operating activity disposal net of transaction costs | 1.7 | (129.5) | | |
| Efficiency projects costs | - | 0.7 | | |
| Consultancies in the context of the Integration | 16.5 | - | | |
| Expenses related to the transition in the Group's leadership | 2.0 | - | | |
| **Operating profit (EBIT) underlying** | **100.0** | **(7.0)** | **n.s.** | **n.s.** |
| **EBIT margin underlying** | **2.4%** | **-0.3%** | | |

## NET FINANCIAL EXPENSE, INCOME (EXPENSE) FROM INVESTMENTS AND REVALUATION (WRITE-DOWN) OF FINANCIAL ASSETS

For 2022, net financial expense of € 59.2m (€ 100.9m the previous year) includes € 41.2m (€ 42.7m in 2021) in net implicit interest on lease liabilities in accordance with IFRS 16.

Interest expense for 2022 benefits from the slimmer margins and the lower average exposure achieved through the Group's debt refinancing efforts that concluded in December 2021.

The above-mentioned debt refinancing produced the following effects on the income statement of the comparative year (overall charge of € 17.7m):

- a contractual "make-whole" charge of $ 23.9m (€ 20.2m) paid to the American bondholders, amounting to the present value of future coupons based on the difference between the contractually agreed interest rate and the applicable US Treasury yield for the same maturity;
- an income of $ 3.2m (€ 2.7m) for the unwinding of interest rate derivatives hedging the change in fair value of the bonds issued by HMSHost Corporation (notional amount $ 100m);
- a charge of € 7.9m for the release to the income statement of not-yet-amortized upfront fees on the loans repaid in advance;
- an income of € 7.7m for the release to the income statement of the not-yet-amortized portion of the fair value adjustment on application of IFRS 9 on bank loans and US bonds during 2020 and 2021.

On March 2021, given the ongoing COVID-19 pandemic, the Group had arranged an additional series of "covenant holiday" agreements with its lender banks and bondholders for the temporary suspension of required parameters (leverage ratio and interest coverage ratio) following similar agreements reached in 2020. These contractual changes, in accordance with IFRS 9, led to a revision of the 2020 calculation of the difference between the present value of the modified cash flows discounted using the original effective interest rate and the present value of the original cash flows, entailing the recognition of € 13.6m in financial expense. During the year, prior to the refinancing described above, the not-yet-amortized portion of the cash flows recognized on application of IFRS 9 were released to the income statement in the amount of € 20.8m.

The average cost of gross debt was 3.8% (3.7% in 2021). This percentage includes the costs stemming from available credit lines including, for example, the fees paid up front for committed lines and the non-utilization fees paid for revolving facilities.

Despite the reduction in financial charges, weighted average cost of net debt was 8.4% (6.0% in 2021) because the liquidity approximates the amount of gross debt.

"Income (expense) from investments and revaluation (write-down) of financial assets" came to € -1.3m and consist mainly of the write off of loans granted to the non-controlling shareholders of some North American subsidiaries.

## INCOME TAX

Income tax in 2022 amounted to € 32.5m, compared to € 40.0m the previous year, mainly related to the North American subsidiaries.

For the current year this item includes a writedown of deferred tax assets by Autogrill S.p.A. and some European subsidiaries (for a total of €23.2m) due to the change of control finalized on 3 February 2023 resulting in the context of the Integration of Autogrill S.p.A. in Dufry announced in July 2022. See the Explanatory Notes for more details.

This item was affected in the comparative year by the tax due by HMSHost Corporation on the capital gain from the disposal of the US motorway business, amounting to $52.8m (€ 44.7m).

### PROFIT (LOSS) FOR THE YEAR

The net loss attributable to shareholders of the parent company in 2022 was € 53.7m, compared with € 37.8m the previous year. The profit attributable to non-controlling interests was € 33.7m (€ 17.3m in 2021).

The underlying net loss for 2022 attributable to shareholders of the parent company came to € 28.1m, compared with € 105.8m the previous year.

| | | | Change | |
|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| **Net profit (loss) of the period (attributable to owners of the parent)** | **(53.7)** | **(37.8)** | **-41.8%** | **-49.6%** |
| Stock-based management incentive plans | 6.6 | 3.1 | | |
| (Gain) Loss on operating activity disposal net of transaction costs | 1.7 | (129.5) | | |
| Efficiency projects costs | - | 0.7 | | |
| Make-whole fee for the early repayment of the American private placements net of derivates, net of fees reversal and net of fair value adjustment IFRS 9 reversal on private placement and loans | - | 17.7 | | |
| Consultancies in the context of the Integration | 16.5 | - | | |
| Expenses related to the transition in the Group's leadership | 2.0 | - | | |
| Tax effect | (1.4) | 40.0 | | |
| **Net profit (loss) of the period underlying (attributable to owners of the parent)** | **(28.1)** | **(105.8)** | **73.4%** | **80.1%** |
| **Earnings per share – basic (€)** | **-0.1405** | **-0.1192** | | |
| **Earnings per share – diluted (€)** | **-0.1405** | **-0.1192** | | |
| **Earnings per share – basic underlying (€)** | **-0.0736** | **-0.3332** | | |
| **Earnings per share – diluted underlying (€)** | **-0.0736** | **-0.3332** | | |

# BALANCE SHEET RESULTS

## RECLASSIFIED CONSOLIDATED STATEMENT OF FINANCIAL POSITION[22]

Comments on changes in the Consolidated statement of financial position at 31 December 2022 can be found in the Notes to the financial statements.

These changes include the effect of acquisitions and disposals reflected in the cash flow table shown in the next page.

| (€m) | | 31.12.2022 | 31.12.2021 | Change At current exchange rates | Change At constant exchange rates |
|---|---|---|---|---|---|
| | Intangible assets | 933.3 | 909.9 | 23.4 | (10.5) |
| | Property, plant and equipment | 800.1 | 778.2 | 21.9 | (0.1) |
| | Right-of-use assets | 1,385.1 | 1,487.5 | (102.4) | (137.6) |
| | Financial assets | 29.2 | 23.9 | 5.3 | 4.5 |
| **A)** | **Non-current assets** | **3,147.7** | **3,199.4** | **(51.7)** | **(143.7)** |
| | Inventories | 133.3 | 116.5 | 16.8 | 15.2 |
| | Trade receivables | 50.7 | 45.8 | 4.9 | 4.8 |
| | Other receivables | 89.8 | 187.2 | (97.4) | (102.8) |
| | Trade payables | (416.2) | (357.6) | (58.6) | (52.3) |
| | Other payables | (417.2) | (401.0) | (16.2) | (6.8) |
| **B)** | **Working capital** | **(559.7)** | **(409.2)** | **(150.5)** | **(141.8)** |
| **C)** | **Invested capital (A + B)** | **2,588.0** | **2,790.2** | **(202.2)** | **(285.5)** |
| **D)** | **Other non-current non-financial assets and liabilities** | **(38.9)** | **(2.3)** | **(36.6)** | **(35.8)** |
| **E)** | **Net invested capital excluding assets and liabilities classified as held for sale (A + B + D)** | **2,549.1** | **2,787.9** | **(238.8)** | **(321.2)** |
| **F)** | **Operating assets and liabilities classified as held for sale** | - | - | - | - |
| **G)** | **Net invested capital (E + F)** | **2,549.1** | **2,787.9** | **(238.8)** | **(321.2)** |
| | Equity attributable to owners of the parent | 910.8 | 923.2 | (12.4) | (39.5) |
| | Equity attributable to non-controlling interests | 57.1 | 51.0 | 6.1 | 3.2 |
| **H)** | **Equity** | **967.9** | **974.2** | **(6.3)** | **(36.3)** |
| | Non-current financial liabilities | 1,368.3 | 1,928.3 | (560.0) | (616.8) |
| | Non-current financial assets | (69.5) | (67.9) | (1.6) | 2.2 |
| **I)** | **Non-current financial indebtedness** | **1,298.8** | **1,860.5** | **(561.7)** | **(614.7)** |
| | Current financial liabilities | 871.7 | 348.8 | 522.9 | 513.6 |
| | Cash and cash equivalents and current financial assets | (589.4) | (395.5) | (193.9) | (184.0) |
| **L)** | **Current net financial indebtedness** | **282.3** | **(46.7)** | **329.0** | **329.6** |
| **M)** | **Financial assets and liabilities classified as held for sale** | - | - | - | - |
| **N)** | **Net financial indebtedness (I + L + M)** | **1,581.1** | **1,813.8** | **(232.7)** | **(285.1)** |
| **Net lease liabilities** | | **(1,573.3)** | **(1,616.4)** | **43.1** | **85.4** |
| **Net financial indebtedness excluding lease receivables and lease liabilities** | | **7.8** | **197.4** | **(189.6)** | **(199.7)** |
| **O)** | **Total (H + N), as in G)** | **2,549.1** | **2,787.9** | **(238.8)** | **(321.2)** |

22 The figures in the Reclassified consolidated statement of financial position are directly derived from the Consolidated financial statements and Notes, with the exception of "Financial assets", which include the non-current assets "Investments" and "Other financial assets" except for the sub-items "Financial receivables from third parties" (€ 10.6m in 2022 and € 8.0m in 2021) classified as Non-current financial assets in the Net financial indebtedness. The item "Other receivables" includes "Tax assets" and "Other receivables" presented in the Statement of Financial Position and the item "Other payables" includes "Tax liabilities", "Provision for risks and charges" and "Other payables" presented in the Statement of Financial Position.

## CASH FLOW

| (€m) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| **EBITDA** | **625.7** | **655.6** | **(29.9)** |
| (Gain) Loss on operating activity disposal net of transaction costs [23] | 1.7 | (129.5) | 131.2 |
| Change in net working capital | 69.5 | 119.5 | (50.0) |
| Principal repayment of lease liabilities | (235.7) | (153.3) | (82.4) |
| Renegotiation for COVID-19 on lease liabilities | (29.3) | (174.7) | 145.4 |
| Other non-cash items | (1.8) | (3.6) | 1.8 |
| **Cash flow (absorbed by) from operating activities, managerial (*)** | **430.2** | **314.0** | **116.2** |
| Tax paid (**) | 82.5 | (51.4) | 133.9 |
| Net financial charges paid | (14.6) | (72.9) | 58.3 |
| Implicit interest in lease liabilities | (38.8) | (32.0) | (6.8) |
| **Net cash flow (absorbed by) from operating activities, managerial (*)** | **459.3** | **157.7** | **301.6** |
| Net operating investment | (206.6) | (142.1) | (64.5) |
| **Net cash flow after operating investment (free cash flow)** | **252.7** | **15.6** | **237.1** |
| Cash flow generated (absorbed) by the disposal of motorway operations in the United States | (2.1) | 322.7 | (324,8) |
| Cash flow absorbed by the minor acquisitions in the US airports | (7.1) | - | (7.1) |
| Cash flow absorbed by the acquisition of other investments | (3.9) | - | (3.9) |
| **Net cash flow before relationship with minority partners and capital increase** | **239.5** | **338.3** | **(98.8)** |
| Liquidity generated (absorbed) by the relationship with minority partners [24] | (35.8) | (22.7) | (13.1) |
| Capital increase (net of the expenses associated with the Offering) | (1.0) | 579.4 | (580.4) |
| **Free operating cash flow** | **202.7** | **895.1** | **(692.4)** |

(*) According to prevailing industry practice, it includes "Principal payment of lease liabilities" and "Renegotiations for COVID-19 on lease liabilities", shown under "Net cash flow from (used in) financing activities" in the Consolidated Statement of cash flows.
(**) In 2022, it includes tax refund collected in the first 6 months of the year for € 90.1m ($ 98.1m) collected by the subsidiary HMSHost Corporation (under the carry-back rule).

The following table summarizes "Net cash flow after operating investments (free cash flow)", excluding the impact of the non-recurring transactions by Autogrill S.p.A. in 2022 and in the United States in the comparative year.

| (€m) | Full Year 2022 | Full Year 2021 |
|---|---|---|
| **Net cash flow after operating investment (free cash flow)** | **252.7** | **15.6** |
| Net cash flow after the investments in non-recurring transactions by Autogrill S.p.A. (see the detail in the following page) | (3.1) | - |
| Net cash flow after the investments in non-recurring transactions in the United States (see the detail in the following page) | - | (101.4) |
| **Net cash flow after operating investment excluding the effect relating to non-recurring transactions** | **255.8** | **117.0** |

23 The caption "(Gain) Loss on operating activity disposal net of transaction costs" is presented net of transaction costs of € 0.0m in 2022 and € 4.1m in 2021.
24 Including capital injections net of the reduction in non-controlling interests due to decreased contributions for capital expenditure and dividend paid.

"Net cash flow from (absorbed by) operating activities, managerial" improved by € 301.6m since the previous year, due to solid cash generation, lower net financial expense, and the tax refund of € 90.1m ($ 98.1m) collected by the subsidiary HMSHost Corporation under the carry-back rule, as partially offset by higher lease installments for principal and implicit interest.

"Net cash flow after operating investments (free cash flow)" also improved by € 237.1m, with a decrease compared with "Net cash flow from (absorbed by) operating activities, managerial" because of an increase in net capex payments.

"Net cash flow after operating investments (free cash flow)" stemming from the non-recurring transactions is detailed below:

| (€m) | Full Year 2022 | Full Year 2021 |
|---|---|---|
| Impact of the payment of the consultancies in the context of the Integration on the change in the net working capital | (3.1) | - |
| Impact of the exit from the motorway business in the United States on the change in the net working capital | - | 3.6 |
| Impact of the exit from the motorway business in the United States on principal repayment of lease liabilities | - | (10.0) |
| Payment of ancillary charges related to the disposal of motorway operations in the United States | - | (4.1) |
| **Cash flow from (absorbed by) operating activities managerial relating to non-recurring transactions** | **(3.1)** | **(10.5)** |
| Tax paid on the capital gain from the disposal of motorway travel center operations in the United States | - | (56.1) |
| Payment of make-whole fee for the early repayment of the American private placements net of derivatives | - | (17.5) |
| **Net cash flow from (absorbed by) operating activities managerial relating to non-recurring transactions** | **(3.1)** | **(84.1)** |
| Impact of the exit from the motorway business in the United States on net operating investment paid | - | (17.3) |
| **Net cash flow after operating investment relating to non-recurring transactions** | **(3.1)** | **(101.4)** |

The balance between the proceeds of disposals and outlays for acquisitions during the period is negative for € 13.2m, due to (i) a price adjustment on the disposal of the US motorway business in July 2021 for € 2.1m, (ii) the initial capital injection of a non-controlling interest in the new joint venture QA HMSHost LLC in Qatar for € 3.9m and (iii) the disbursement related to minor acquisitions at US airports for € 7.1m; the same flow was strongly active in 2021 (€ 322.7m) due to the disposal of the US motorway business.

The combined effect of the above components means that in 2022 the Group generated net cash of € 239.5m before relationship with minority partners, and capital increases, while in 2021 it generated net cash of € 338.3m.

The balance between the distribution of interest to the non-controlling shareholders of consolidated companies and the capital increase absorbed cash of € 35.8m in 2022 (€ 22.7m the previous year).

In 2021, after the Extraordinary Shareholders' Meeting of 25 February 2021 approved the mandate to increase the share capital, the option period ran from 14 June to 29 June inclusive. During the option period, 249,110,975 options were exercised for the purchase of 129,537,707 new shares (99.16% of the total), amounting to € 594.6m. At the end of the option period, 2,107,375 options were unexercised for the purchase of 1,095,835 new shares, or 0.84% of the total. Those options were placed on the Milan Stock Exchange and sold in their entirety on 1 July 2021. They have since been exercised in full, in the amount of € 5.0m plus € 1.5m for the sale of unexercised rights. The total amount is included in the cash flow statement net of transaction costs (€ 22.8m). The Group finished paying these costs in the first quarter of 2022 (€ 1.0m in 2022).

## NET FINANCIAL INDEBTEDNESS

Net financial indebtedness at 31 December 2022 amounted to € 1,581.1m (€ 1,813.8m the previous year), including € 1,573.3m in net lease liabilities (€ 1,616.4m at the end of 2021).

As of the same date, Group net financial indebtedness excluding lease receivables and liabilities stood at € 7.8m, compared with € 197.4m at 31 December 2021. The decrease is explained primarily by the net generation of cash for the year, as detailed above.

The following table presents net financial indebtedness excluding lease receivables and liabilities deriving from the application of IFRS 16:

| Notes | (€m) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|---|
| | **Net financial indebtedness (A)** | **1,581.1** | **1,813.8** | **(232.7)** |
| XII | Lease receivables – current | 15.6 | 16.0 | (0.4) |
| XII | Lease receivables – non current | 58.8 | 59.9 | (1.1) |
| | **Lease receivables (B)** | **74.5** | **75.9** | **(1.4)** |
| XXII | Lease liabilities – current | (308.8) | (309.1) | 0.3 |
| XXII | Lease liabilities – non current | (1,339.0) | (1,383.2) | 44.2 |
| | **Lease liabilities (C)** | **(1,647.8)** | **(1,692.3)** | **44.5** |
| | **Net financial indebtedness excluding lease receivables and lease liabilities (A) + (B) + (C)** | **7.8** | **197.4** | **(189.6)** |

Net financial indebtedness excluding lease receivables and liabilities consisted of variable-rate debt (same as a year earlier).

In the fourth quarter of 2021 the Group had revised its debt mix in order to reduce the overall cost of borrowing, improve financial flexibility, and extend average residual life in continuity with the corporate finance transactions completed in the first nine months of the year.

In that context, on 28 October 2021 Autogrill S.p.A. and a pool of leading banks signed a loan contract for maximum total principal of one billion euros, which was also entered into by the US subsidiary HMSHost Corporation on 22 November 2021.

On 3 December 2021 the Group completed its refinancing through the use of the amortizing term loan in the amount of € 200m by Autogrill S.p.A. and $ 347.8m by HMSHost Corporation.

Among the terms of the original contract were the mandatory repayment of the loans in full and cancellation of the credit facilities if, within 30 days of a change of control, no agreement were reached with the lenders. The repayment obligation in the case of dissenting banks required subsequent minimum notice of 10 days.

In December 2022, as requested by the Group, the loan contract was amended; such amendment provides, if the change of control resulted from the Integration of Autogrill S.p.A. in Dufry, the full repayment of the loan and cancellation of the credit facilities should take place within five business days following the settlement of Dufry's mandatory public tender offer or by 30 September 2023, if earlier ("long stop date").

With Edizione S.p.A.'s transfer of its entire stake in Autogrill to Dufry on 3 February 2023, loans have an average remaining life of about 9 months, considering the compulsory repayment of the amortizing term loan (€526.1m) and cancellation of the revolving credit facility (currently unused), at the latest, by 30 September 2023. Accordingly, the entire outstanding balance at 31 December 2022 has been classified under "Current liabilities" ("Bank loans and borrowings"). At 31 December 2021, loans had an average remaining life of 4 years and 3 months.

At 31 December 2022 the Group had cash and unused credit lines totalling € 753.9m, excluding the €500m revolving facility due to be cancelled in accordance with the contractual terms mentioned above. On the basis of the credit situation at 31 December 2022 and financial projections by management, the Group will have the necessary funds to repay the loan.

Considering also that it will be part of the Dufry Group, no problems are foreseen as to the Autogrill Group's capacity to meet its obligations on time. Lastly, at 31 December 2022, the financial covenants calculated with reference to Autogrill's consolidated financial statements were fully satisfied.

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# OPERATING SEGMENTS

### REVENUE BY GEOGRAPHICAL AREA

| (€m) | Full Year 2022 | Full Year 2021 | Change: At current exchange rates | Change: At constant exchange rates |
|---|---|---|---|---|
| North America | 2,150.1 | 1,302.6 | 65.1% | 47.1% |
| International | 502.9 | 190.9 | n.s. | n.s. |
| *Italy* | *959.0* | *766.5* | *25.1%* | *25.1%* |
| *Other European countries* | *536.3* | *336.9* | *59.2%* | *56.4%* |
| Total Europe | 1,495.3 | 1,103.3 | 35.5% | 34.8% |
| **Total Revenue** | **4,148.3** | **2,596.8** | **59.7%** | **50.2%** |

### EBITDA BY GEOGRAPHICAL AREA

| (€m) | Full Year 2022 | % on revenue | Full Year 2021 | % on revenue | Change: At current exchange rates | Change: At constant exchange rates |
|---|---|---|---|---|---|---|
| North America | 380.6 | 17.7% | 474.0 | 36.4% | -19.7% | -28.5% |
| International | 82.2 | 16.3% | 32.1 | 16.8% | n.s. | n.s. |
| Europe | 203.5 | 13.6% | 175.1 | 15.9% | 16.2% | 15.4% |
| Corporate costs | (40.6) | - | (25.7) | - | -58.2% | -58.2% |
| **Total EBITDA** | **625.7** | **15.1%** | **655.6** | **25.2%** | **-4.6%** | **-12.3%** |

### EBIT BY GEOGRAPHICAL AREA

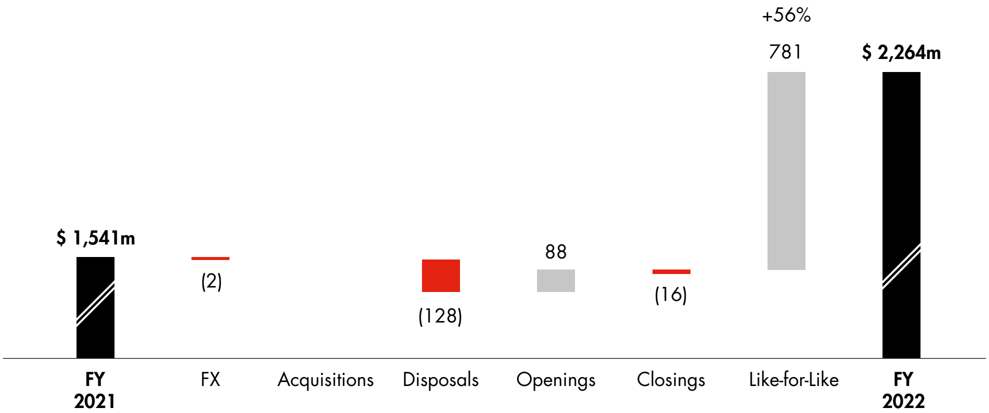
| (€m) | Full Year 2022 | % on revenue | Full Year 2021 | % on revenue | Change: At current exchange rates | Change: At constant exchange rates |
|---|---|---|---|---|---|---|
| North America | 111.3 | 5.2% | 212.7 | 16.3% | -47.7% | -53.4% |
| International | 0.5 | 0.1% | (41.6) | -21.8% | n.s. | n.s. |
| Europe | 3.8 | 0.3% | (24.9) | -2.3% | n.s. | n.s. |
| Corporate costs | (42.6) | - | (27.5) | - | -54.6% | -54.6% |
| **Total EBIT** | **73.1** | **1.8%** | **118.6** | **4.6%** | **-38.4%** | **-46.4%** |

### CAPITAL EXPENDITURE BY GEOGRAPHICAL AREA

| (€m) | Full Year 2022 | Full Year 2021 | Change: At current exchange rates | Change: At constant exchange rates |
|---|---|---|---|---|
| North America | 87.2 | 44.4 | 96.6% | 75.6% |
| International | 30.5 | 8.6 | n.s. | n.s. |
| Europe | 97.7 | 82.1 | 19.0% | 10.5% |
| Corporate costs | 0.6 | 0.2 | n.s. | n.s. |
| **Total Capital expenditure** | **216.0** | **135.3** | **59.7%** | **46.9%** |

# NORTH AMERICA[25]

## REVENUE




In 2022 North America generated revenue of $ 2,264.1m, an increase of 47.1% at constant exchange rates (+47.0% at current exchange rates of the Canadian vs. the US dollar[26]), compared with $ 1,540.6m the previous year. It should be noted that revenues for 2019 of the Area was equal to $ 2,950.6m.

The like-for-like increase was 56%. The performance has benefitted from the gradual recovery of international and business travel in the US and the commercial levers activated to foster organic growth.

The decrease in revenue as a result of disposals came to $ 127.6m, reflecting the disposal of the US motorway business in July 2021.

New stores in the airport channel, including in Memphis, Boston, Salt Lake City and Baltimore, more than offset the closures due to the normal dynamics of contract renewals.

### REVENUE BY GEOGRAPHY

| | | | Change | |
|---|---|---|---|---|
| ($m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| The United States | 2,123.6 | 1,489.8 | 42.5% | 42.5% |
| Canada | 140.5 | 50.8 | n.s. | n.s. |
| **Total Revenue** | **2,264.1** | **1,540.6** | **47.0%** | **47.1%** |

### REVENUE BY CHANNEL

| | | | Change | |
|---|---|---|---|---|
| ($m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| Airports | 2,245.5 | 1,398.8 | 60.5% | 60.7% |
| Motorways | - | 127.6 | n.s. | n.s. |
| Other channels | 18.6 | 14.2 | 30.8% | 30.8% |
| **Total Revenue** | **2,264.1** | **1,540.6** | **47.0%** | **47.1%** |

## EBITDA

| | | | Change | |
|---|---|---|---|---|
| ($m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| **EBITDA** | **400.7** | **560.6** | **-28.5%** | **-28.5%** |
| *% on revenue* | *17.7%* | *36.4%* | | |
| **EBITDA underlying** | **404.6** | **408.7** | **-1.0%** | **-0.9%** |
| *% on revenue* | *17.9%* | *26.5%* | | |

25 This segment includes operations in the United States and Canada.
26 The change "at current exchange rates" is impacted by the slight revaluation of US Dollar against Canadian Dollar.

EBITDA in 2022 amounted to $ 400.7m, up from $ 560.6m the previous year, a reduction of $ 159.9m. As a percentage revenue EBITDA stood at 17.7%. This result of the comparative year was heavily influenced by the capital gain on the disposal of motorway operations in the United States, which came to $ 153.1m net of transaction costs.

Underlying EBITDA for 2022 was $ 404.6m, compared with $ 408.7m in 2021, decreasing by $ 4.1m and amounting to 17.9% of revenue (26.5% in 2021).

With the COVID-19 pandemic slowing down, during 2022 the pandemic-related actions taken by management produced significantly decreased effects. Specifically, the measures that had continued to have an impact in 2022 concerned (i) the labour cost, through a reduction in working hours consistently with the traffic and the application of the CARES Act in the United States and the Canadian Emergency Wage Subsidies in Canada, these latter for impacts in 2022 of $ 4.3m ($ 22.7m in 2021); (ii) negotiations with various landlords in order to have the terms of local leases revised. As a result of these agreements, lease and concession installments were cancelled for a net positive effect on the income statement of $ 25.1m ($ 110.0m in 2021)[27].

In addition, subsidies from the American government under the Coronavirus Response and Relief Supplemental Appropriation Act (CRRSAA) passed on 27 December 2020 and the American Rescue Plan Act passed on 11 March 2021, have been received in the amount of $ 53.8m, recorded as a deduction in the item "Lease, rental, concession and royalties". A portion of these subsidies, amounting to $ 5.8m, went to sub-lessees as concession rebates and was deducted from the item "Other operating income".

## EBIT

| | | | Change | |
|---|---|---|---|---|
| ($m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| **EBIT** | **117.2** | **251.5** | **-53.4%** | **-53.4%** |
| *% on revenue* | *5.2%* | *16.3%* | | |
| **EBIT underlying** | **121.1** | **99.6** | **21.5%** | **21.8%** |
| *% on revenue* | *5.3%* | *6.5%* | | |

EBIT in 2022 came to $ 117.2m ($ 251.5m the previous year), a decrease of $ 134.3m; EBIT was influenced by the factors described above for EBITDA, by an increase in impairment losses with respect to 2021 that more than offset the decrease in depreciation and amortization, due in part to the disposal of the US motorway business.

Underlying EBIT stood at $ 121.1m, up from $ 99.6m in 2021, an increase of $ 21.5m.

## CAPITAL EXPENDITURE

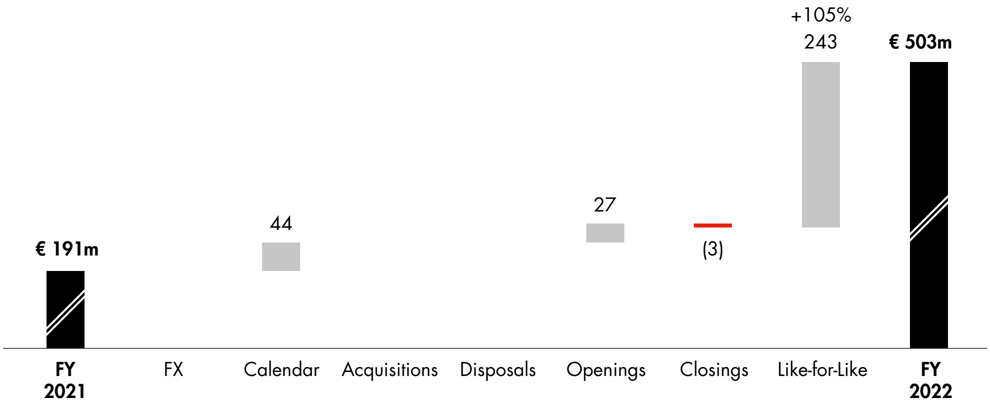
| | | | Change | |
|---|---|---|---|---|
| ($m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| **Capex** | **91.9** | **52.5** | **75.0%** | **75.6%** |
| *% on revenue* | *4.1%* | *3.4%* | | |

Capital expenditure in 2022 amounted to $ 91.9m, mainly for the restyling/upgrading of points of sale at US airports (Orlando, Nashville, LaGuardia and Charlotte).

27 Due to the amendment to IFRS 16 ("COVID-19 Related Rent Concessions Beyond 30 June 2021 [Amendment to IFRS 16 Leases]") of 31 March 2021 (endorsed on 30 August 2021), which gives lessees the option to account for COVID-19 related rent concessions and cancellations without the need to determine from the contracts whether they constitute lease modifications as defined by IFRS 16, subject to certain conditions, does not apply to rent concessions and cancellations effective beyond 30 June 2022, the above amount refers to rent payable by that date.

# INTERNATIONAL[28]

## REVENUE




Revenue in the International area in 2022 amounted to € 502.9m, compared with € 190.9m in 2021, for an increase above 100% both at constant exchange rates and at current exchange rates. It should be noted that revenues for 2019 in the Area was € 647.1m.

The like-for-like increase was 105%, is driven by the restart of international air traffic and the increased travelers footfall in the other channels.

The balance between closures and new openings determines an increase in revenues of € 24.7m compared to the previous year, and is due to the normal dynamics of contract renewals.

It should be reminded, in particular, that the Group doesn't have a meaningful direct exposure to Russia (€ 2.3m in 2022, 0.06% of the Group revenue). During 2022, the Group pulled out of all local business.

The companies in the International business unit have changed their reporting period to end on 31 December rather than 30 November. Therefore, income statement figures cover a 13-month period (from 1 December 2021 to 31 December 2022), while prior-year figures refer to the period 1 December 2020 to 30 November 2021. The "Reporting calendar" effect on revenue of the extra month's worth of sales amounts to € 43.7m.

### REVENUE BY GEOGRAPHY

| | | | Change | |
|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| Northern Europe | 344.3 | 130.0 | n.s. | n.s. |
| Rest of the World | 158.6 | 60.9 | n.s. | n.s. |
| **Total Revenue** | **502.9** | **190.9** | **n.s.** | **n.s.** |

### REVENUE BY CHANNEL

| | | | Change | |
|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| Airports | 426.0 | 152.8 | n.s. | n.s. |
| Other channels | 76.8 | 38.1 | n.s. | n.s. |
| **Total Revenue** | **502.9** | **190.9** | **n.s.** | **n.s.** |

28 This area covers locations in Northern Europe (Schiphol Airport in Amsterdam, railway stations and outlets in the Netherlands, the United Kingdom, Ireland, Sweden, Denmark, Finland and Norway) and Rest of the World (United Arab Emirates, Qatar, Turkey, Russia, India, Indonesia, Malaysia, Maldives, Vietnam, Australia, New Zealand and China).

## EBITDA

| (€m) | Full Year 2022 | Full Year 2021 | Change: At current exchange rates | Change: At constant exchange rates |
|---|---|---|---|---|
| **EBITDA** | **82.2** | **32.1** | **n.s.** | **n.s.** |
| *% on revenue* | *16.3%* | *16.8%* | | |
| **EBITDA underlying** | **82.9** | **32.3** | **n.s.** | **n.s.** |
| *% on revenue* | *16.5%* | *16.9%* | | |

EBITDA in 2022 amounted to € 82.2m, up from € 32.1m the previous year, an increase of € 50.1m. As a percentage revenue EBITDA came to 16.3%.
Underlying EBITDA in 2022 stood at € 82.9m, compared with € 32.3m the previous year, rising by € 50.6m and amounting to 16.5% of sales.

These results were achieved thanks to a substantial increase in hourly productivity and to cost cutting, which offset the impact of the lower COVID-19 benefits on personnel costs and rents and concessions.

In this area as well, with the COVID-19 pandemic slowing down, in 2022 the pandemic-related actions taken by management produced significantly decreased effects. In any case, the measures that still had an impact in 2022 mainly concerned: (i) the cost of labour, through the careful planning of working hours in keeping with traffic flows and the use of government relief programs (the latter produced estimated savings of € 6.4m in 2021 and € 0.2m in 2022); (ii) negotiations with various landlords in order to have the terms of local leases revised.
As a result of these negotiations, lease and concession instalments were cancelled for a net positive effect on the income statement of € 5.8m (€ 30.0m in 2021)[29].

The Group also received various forms of government relief for a total of € 1.5m (€ 3.9m in 2021), recognized in the income statement under "Other operating income".

The impact on EBITDA due to the change in the Reporting calendar is € 0.7m.

## EBIT

| (€m) | Full Year 2022 | Full Year 2021 | Change: At current exchange rates | Change: At constant exchange rates |
|---|---|---|---|---|
| **EBIT** | **0.5** | **(41.6)** | **n.s.** | **n.s.** |
| *% on revenue* | *0.1%* | *-21.8%* | | |
| **EBIT underlying** | **1.2** | **(41.4)** | **n.s.** | **n.s.** |
| *% on revenue* | *0.2%* | *-21.7%* | | |

EBIT in 2022 came to € 0.5m (€ -41.6m the previous year), an increase of € 42.1m. The change reflects the same factors described for EBITDA and by an increase in impairment losses with respect to 2021 that partly offset the decrease in depreciation.
Underlying EBIT stood at € 1.2m, compared with € -41.4m in 2021, an increase of € 42.6m.

## CAPITAL EXPENDITURE

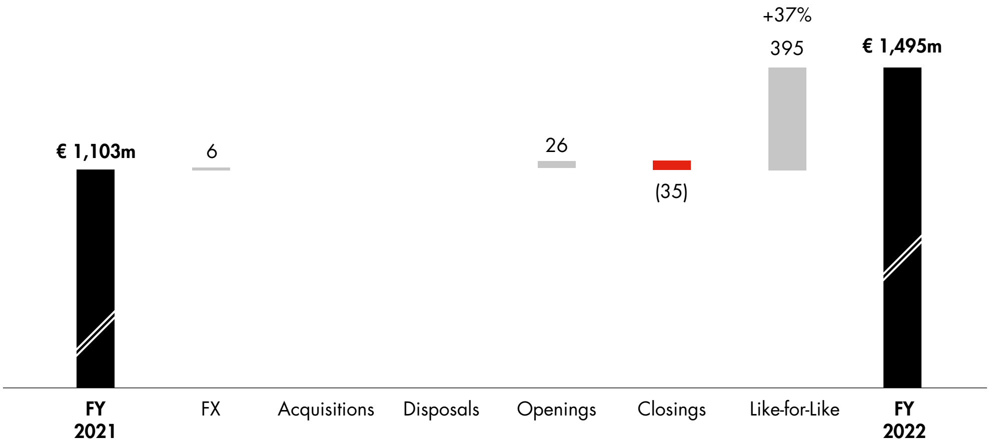
| (€m) | Full Year 2022 | Full Year 2021 | Change: At current exchange rates | Change: At constant exchange rates |
|---|---|---|---|---|
| **Capex** | **30.5** | **8.6** | **n.s.** | **n.s.** |
| *% on revenue* | *6.1%* | *4.5%* | | |

Capital expenditure in 2022 came to €30.5m, mostly for the restyling/upgrading of airport locations in Stansted, Schiphol and Bali as well as in Dutch stations.

29 Because the amendment to IFRS 16 ("COVID-19 Related Rent Concessions Beyond 30 June 2021 [Amendment to IFRS 16 Leases]") of 31 March 2021 (endorsed on 30 August 2021), which gives lessees the option to account for COVID-19 related rent concessions and cancellations without the need to determine from the contracts whether they constitute lease modifications as defined by IFRS 16, subject to certain conditions, does not apply to rent concessions and cancellations effective beyond 30 June 2022, the above amount refers to rent payable by that date.

# EUROPE

### REVENUE




Revenue in Europe in 2022 amounted to € 1,495.3m, compared with € 1,103.3m in 2021, for an increase of 34.8% at constant exchange rates (+35.5% at current exchange rates). It should be noted that the value of the Area's 2019 revenues amounted to € 1,714.1m.

The like-for-like increase of 37% is due chiefly to the recovery of air traffic in the region especially in the second half of the year. In Italy, it should be noted the positive impact deriving from the renewed commercial offer on the motorway network.

Closures and new openings produced a net revenue decrease of € 8.5m compared with 2021, due to selective renewals in the motorway channel and the decision to exit from non-strategic contracts.

### REVENUE BY GEOGRAPHY

| | | | Change | |
|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| Italy | 959.0 | 766.5 | 25.1% | 25.1% |
| Other European countries | 536.3 | 336.9 | 59.2% | 56.4% |
| **Total Revenue** | **1,495.3** | **1,103.3** | **35.5%** | **34.8%** |

### REVENUE BY CHANNEL

| | | | Change | |
|---|---|---|---|---|
| (€m) | Full Year 2022 | Full Year 2021 | At current exchange rates | At constant exchange rates |
| Motorways | 1,061.8 | 894.4 | 18.7% | 18.3% |
| Airports | 233.4 | 91.6 | n.s. | n.s. |
| Other channels | 200.1 | 117.3 | 70.6% | 69.0% |
| **Total Revenue** | **1,495.3** | **1,103.3** | **35.5%** | **34.8%** |

## EBITDA

| (€m) | Full Year 2022 | Full Year 2021 | Change At current exchange rates | Change At constant exchange rates |
|---|---|---|---|---|
| **EBITDA** | **203.5** | **175.1** | **16.2%** | **15.4%** |
| *% on revenue* | *13.6%* | *15.9%* | | |
| **EBITDA underlying** | **204.6** | **176.1** | **16.1%** | **15.3%** |
| *% on revenue* | *13.7%* | *16.0%* | | |

EBITDA in 2022 amounted to € 203.5m, up from € 175.1m the previous year, an increase of € 28.4m. As a percentage revenue EBITDA came to 13.6%.

Underlying EBITDA in 2021 stood at € 204.6m, compared with € 176.1m the previous year, rising by € 28.5m and amounting to 13.7% of sales.

These results were achieved through a steep increase in sales and a constant focus on cost cutting, in the face of a steep decline in government assistance programs (an estimated € 1.3m, down from €54.2m in 2021) and government income subsidies (€ 2.1m in 2022 in Germany and Austria vs. € 32.6m in 2021, mainly in Germany, France, and Switzerland), recognized under "Other operating income".

It should be noted the loss of nearly all relief in the form of rent reductions and cancellations through renegotiations with landlords (net effect on the income statement practically nil in 2022, compared with € 51.8m the previous year).

## EBIT

| (€m) | Full Year 2022 | Full Year 2021 | Change At current exchange rates | Change At constant exchange rates |
|---|---|---|---|---|
| **EBIT** | **3.8** | **(24.9)** | **n.s.** | **n.s.** |
| *% on revenue* | *0.3%* | *-2.3%* | | |
| **EBIT underlying** | **4.8** | **(23.9)** | **n.s.** | **n.s.** |
| *% on revenue* | *0.3%* | *-2.2%* | | |

EBIT in 2022 came to € 3.8m (€ -24.9m the previous year), an increase of € 28.7m. The improvement reflects the same factors described for EBITDA, while depreciation and amortization are almost in line with the previous year.

Underlying EBIT stood at € 4.8m, compared with € -23.9m in 2021, an increase of € 28.7m.

## CAPITAL EXPENDITURE

| (€m) | Full Year 2022 | Full Year 2021 | Change At current exchange rates | Change At constant exchange rates |
|---|---|---|---|---|
| **Capex** | **97.7** | **82.1** | **19.0%** | **10.5%** |
| *% on revenue* | *6.5%* | *7.4%* | | |

Capital expenditure in 2022 came to € 97.7m, mostly for the restyling/upgrading of motorway and airport locations in Italy and in Brussels airport.

# CORPORATE COSTS

In 2022, centralized Corporate costs amounted to € 40.6m (€ 25.7m in 2021), an increase of 58.2%. This is due primarily to the consulting costs incurred by the Board of Directors and the Management of Autogrill S.p.A. to assist with preliminary analysis, decision-making, and relations with the authorities and the market in the context of the Integration, and the costs for the Group leadership transition resulting from that operation.

Underlying Corporate costs in 2022 came to € 19.0m, compared with € 24.1m in 2021, due to the same non-performance-related factors described in the comment on EBITDA.

# OUTLOOK[30]

In 2023 the Group is facing a number of challenges: rising inflation in its main areas of business (North America and Europe), the risk of recession or zero growth as suggested by the leading international research institutions, geopolitical instability caused by the war in Ukraine, and the potential resurgence of the pandemic.

Despite these uncertainties, for 2023 the Group expects air traffic to grow on the strength of international leisure travel, especially as Asia reopens its borders and lifts travel restrictions, with a gradual return to pre-pandemic volumes.

The Group's priorities for 2023 continue to be:
- to ensure the health and safety of employees and customers;
- to strengthen its leadership of the travel food & beverage industry by taking advantage of the post-pandemic recovery in traffic, and by constantly improving its offerings and concepts while focusing on cash generation and moving ahead with the strategic "ESG roadmap Make It Happen".

30 This section includes forecasts and estimates that reflect management's current thinking (forward-looking statements), especially as regards future performance, capital expenditure, cash flow, and changes in the financial structure. By nature, forward-looking statements have an element of risk and uncertainty because they depend on the occurrence of future events. Actual results may differ, even significantly, as a result of various factors such as travel trends in the countries and channels served; the outcome of concession contract renewals and bids for new concessions; how the competition develops; the trend in exchange rates against the euro, especially of the US dollar and British pound; the trend in interest rates on those currencies; future demand; the price of oil and food raw materials; general macroeconomic conditions; geopolitical factors and regulatory changes in the countries served; and other changes in business conditions. The Group's business volumes correlate with travel trends.

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# SUBSEQUENT EVENTS

Aside from the change of control discussed in the paragraph "Extraordinary transaction negotiated between Edizione and Dufry", no significant events have occurred since 31 December 2022.

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# CONSOLIDATED NON-FINANCIAL STATEMENT

## PURSUANT TO ARTS. 3 AND 4 OF LEGISLATIVE DECREE 254/2016

## ABOUT THE NON-FINANCIAL STATEMENT

The Consolidated Non-Financial Statement of the Autogrill Group, prepared in accordance with Arts. 3 and 4 of Legislative Decree 254/2016, as amended (the "Decree"), contains disclosures on environmental, social, personnel, human rights, and anti-corruption topics to the extent needed to ensure a full understanding of what the Group does, how it has performed, and the impact of its operations.

The statement also provides information on the topics required by the Decree by referring readers to other sections of the directors' report and to other corporate documents drawn up in accordance with the law (including the Corporate Governance and Ownership Report and the Remuneration Policy and Compensation Report), where the information is already contained therein. The following table reconciles the disclosures required by the Decree (where identified as material) with the corporate documents that provide those disclosures.

This statement, approved by the Board of Directors on 9 March 2023, is published annually and has been drawn up according to the GRI Sustainability Reporting Standards ("In accordance with" option) defined by the Global Reporting Initiative and revised in 2021. The GRI Standards 2021 are the most widely followed in the world for non-financial reporting, and have been chosen by Autogrill as its reference standards for compliance with Legislative Decree 254/2016. To help readers locate information within the document, the GRI Content Index is provided below.

The non-financial disclosures in this statement reflect the principle of materiality (relevance), as provided for by law and featured in the GRI standards. The issues discussed are those which, following a materiality analysis, were found to be relevant as they reflect the current, potential, and most significant positive and negative impacts the Group generates or may generate on the economy, the environment, people, and their human rights, in light of what it does and where and the expectations of its key stakeholders. Regarding the topics indicated by Legislative Decree 254/2016, the materiality analysis did not find water consumption to have a significant environmental impact, so it is not addressed in this statement.

Materiality is reviewed with a frequency and according to a methodology defined on the basis of developments within and outside the Group. The document highlights the ways in which the Group's actions are connected with the United Nations Sustainable Development Goals (UN SDGs). In 2021 Autogrill began to comply with the requirements of the EU Taxonomy pursuant to Art. 8 of Regulation (EU) 2020/852, with the aim of providing investors and the market with a complete vision of the Group's Taxonomy-Eligible activities in pursuit of the first two objectives: climate change mitigation and climate change adaptation. In this statement for 2022, the disclosures required by the EU Taxonomy extend to Taxonomy-Aligned activities, i.e., those Taxonomy-Eligible criteria that meet the technical screening criteria. See the section "Autogrill Group social and environmental data" for further information.

The quali- and quantitative disclosures in the Consolidated Non-Financial Statement refer to the Autogrill Group for the year ended 31 December 2022. As required by Art. 4 of Decree 254/2016, the Non-Financial Statement includes data for the parent company (Autogrill S.p.A.) and its wholly-owned subsidiaries, unless otherwise specified, and breaks down results for the Group's three business units (North America, International, and Europe).

The boundary for income statement figures is the same as that for the Group's 2022 Annual Report. In particular, the reporting period for the International business unit has been made consistent with the year-end date of 31 December rather than 30 November; therefore, to align with the consolidated financial statements, the income statement figures for International cover a 13-month period (from 1 December 2021 to 31 December 2022). The boundary for non-financial disclosures consists of the companies fully consolidated in the Autogrill Group's consolidated financial statements for the year ended 31 December 2022, except for dormant companies, those in liquidation, and companies acquired during the year. Compared with last year's perimeter, we note the disposal of operations in Russia in the second half of 2022. For the International business unit, social and environmental data refer to the calendar year, from 1 January to 31 December 2022 as in 2021.

Note that offices and stores where the Group does not contract utilities directly and therefore has no precise consumption data — mostly at airports, railway stations and malls — are not always included in the reporting on environmental figures. This limitation mostly concerns North America and the International business unit. Any other boundary limitations are stated within the document. Data for Stellar Partners Inc. refers solely to its workforce, with all other performance indicators excluded.

Such exclusions are not significant for understanding the Company's activities, performance, and results or its environmental and social impact.

## REQUIRED DISCLOSURES AND WHERE TO FIND THEM

| Topics covered by Decree 254/2016 | Disclosures required by Decree 254/2016 | 2022 documents containing the disclosures | |
|---|---|---|---|
| Business management model | Art. 3.1(a)<br>Description of the business management and organizational model, including any corporate liability policies pursuant to Legislative Decree 231/2001 | CAFR | pp. 13-100 |
| | | CGR | Chap. 2, 4, 6-9, 11 |
| | | NFS | Approach to sustainability |
| Policies | Art. 3.1(b)<br>Description of corporate policies, including due diligence | NFS | Approach to sustainability |
| | | CAFR | p. 40-41, 64 |
| | | NFS | We nurture people<br>We offer sustainable Food Experiences<br>We care for the planet |
| Risk management | Art. 3.1(b)<br>Description of the main risks generated by or incurred in business operations | CAFR | p. 42-63 |
| Anti-corruption | Art 3.2(f)<br>Disclosures on countering active and passive corruption | CAFR | p. 40-41 |
| People | Art 3.2(d)<br>Information on human resource management, including gender parity, adoption of international organization conventions and dialogue with workers' rights groups | NFS | We nurture people |
| | Art 3.2(c)<br>Health and safety disclosures | NFS | We nurture people<br>Health and safety |
| Social | Art 3.2(d)<br>Information on social aspects | NFS | We offer sustainable Food Experiences<br>Food quality & safety |
| | | NFS | We offer sustainable Food Experiences<br>Responsible sourcing |
| | | NFS | We nurture people<br>Support for local communities<br>Customer experience |
| Human rights | Art 3.2(e)<br>Information on respect for human rights and measures taken to prevent violations and discrimination | NFS | We nurture people<br>Diversity, equal opportunities & inclusion |
| | | NFS | We offer sustainable Food Experiences<br>Responsible sourcing |
| | | NFS | We nurture People<br>Fair labor practices and protection of human rights |
| Environment | Art 3.2(a)(b)(c)<br>Use of energy, distinguishing between renewable and non-renewable sources; water consumption; emissions of greenhouse gases and pollutants; impact on the environment | NFS | We care for the Planet |

Key:
CAFR: Consolidated annual financial report; CGR: Corporate governance and ownership report; NFS: Consolidated non-financial statement.

# APPROACH TO SUSTAINABILITY

The Autogrill Group has always promoted an **operational and business model that blends economic growth, social development, and protection of the environment**.

This journey began with the publication of our first Sustainability Report in 2005 and continued with the development in 2011 of our original sustainability framework, Afture, which was built on the three strategic areas of "People," "Product," and "Planet". The framework was reinforced in 2014 thanks to the first materiality analysis, and in 2015 by the consequent definition of the Group's "Afuture Roadmap: Shape our tomorrow," containing specific improvement targets and projects implemented in several countries.

In the following years Autogrill gradually formalized the management and integration of sustainability in its everyday business, through a system of policies and guidelines.

The formation of a Strategy and Sustainability Committee within the Board of Directors in 2020, and the appointment of a Chief Sustainability Officer in 2021 who reports directly to the CEO, are two key milestones in the Group's redefinition of its sustainability governance structure.

Autogrill considers 2021 to be a year of rebuilding, as it reopened stores and turned around sales following the most acute phase of the Covid-19 pandemic. Under the slogan "build back better," the Group renewed its commitment to sustainability by putting it front and center in the new strategic framework and the sustainability roadmap called **Make It Happen - Shaping a Better Future**, which is structured on the basis of the Group's revised materiality analysis. The framework is *built on three strategic pillars: We nurture People; We offer sustainable Food Experiences; We care for the Planet*. The purpose of the roadmap is to intensify the scope and impact of the Group's ESG efforts, following a transformative, widespread approach that involves all levels, roles, and geographical areas in order to integrate sustainability ever more deeply in company culture and practices.

In 2022 the Group revised its materiality analysis to reflect the 2021 update of GRI Standards and their inside-out perspective, i.e. by considering the impact the Group has on the economy, the environment, and people (see the "Materiality analysis" section for further details). The Group also began a transition process in view of the EU sustainability reporting framework, which will be formalized by the Corporate Sustainability Reporting Directive (CSRD"). The first step was a voluntary "double materiality" exercise that included a qualitative outside-in analysis, which looks at how sustainability issues might affect the Group's development, performance, and positioning, thereby broadening the view of the impacts associated with non-financial topics.

In 2022, Autogrill further strengthened its commitment to sustainability by joining the United Nations Global Compact, the world's largest initiative for sustainable development, founded on 10 universal principles encompassing human rights, labor, the environment, and anti-corruption. This confirms the Group's dedication and the integration of the UN's Sustainable Development Goals within its own sustainability strategy.

## OUR SUSTAINABILITY JOURNEY

| | Awards | Key milestones |
|---|---|---|
| 2005 | | First Sustainability report |
| 2009 | **Good Egg Award** Villoresi Est<br>**Innov@Retail Award** Autogrill Italia | |
| 2011 | | First Sustainability strategic Framework: Afuture |
| 2013 | **F A B Award** Best CSR initiative (Autogrill - AFuture) | |
| 2014 | | First materiality matrix |
| 2015 | **Premio Natura** Villoresi Est | First Sustainability Roadmap |
| 2016 | **Airport Going Green Award** HMSHost Food Donation Connection | |
| 2020 | **Associate Inclusion Champion Award** HMSHost Diversity & Inclusion program<br>**Innovation Award @ Schiphol** HMSHost Int, Soup & Bakery concept | Creation of the Strategies and Sustainability Committee |
| 2021 | **Netherlands top-employer** HMSHost Int. | Appointment of a Chief Sustainability Officer |
| 2022 | **NielsenIQ BASES European Menu Innovation Award** WOWBurger | Joining UN Global Compact |

## GROUP POLICIES AND GUIDELINES

Autogrill's policies and guidelines originate in the Group's Code of Ethics and Sustainability Guidelines and aim to codify Group-wide social and environmental principles while providing the business units with guidance for the sustainable management of everyday operations. Alongside these instruments are some specific policies such as the Anti-corruption Policy, the Supply Chain Sustainability Guidelines, and the Diversity & Inclusion Policy.

### The Group's socio-environmental policies and guidelines

- **Code of Ethics:** contains the ethical principles and values that guide Autogrill in doing business and sets guidelines for interacting with stakeholders, establishing priorities, principles, and behavioral norms for all.
- **Sustainability Guidelines:** specify key social and environmental principles for the sustainable management of business activities; currently being revised consistently with the Group's new ESG approach.
- **Autogrill Group Supplier Code of Conduct:** approved by the Board of Directors in 2022, the new Code of Conduct is inspired by international best practices and spells out the principles, rules, and ethical standards that Autogrill requires of all its suppliers. Compliance with these standards is a fundamental requirement for the sustainable development of the Group and those who supply it.
- **Anti-corruption Policy:** ensures transparency, clarity as to allowable conduct, and compliance with national and international anti-corruption standards in all channels and countries served.
- **Environmental Management Protocol:** specifies behavioral principles with respect to environmental and natural resource protections (part of the Organizational Model pursuant to Legislative Decree 231/2001).
- **Diversity, Equity & Inclusion Policy:** promotes the inclusion and celebration of diversity throughout the organization.

- **Whistleblowing Policy:** governs the use and management of the whistleblowing system and defines how the Group protects whistleblowers, by keeping their identity and their complaints confidential during the handling process and prohibiting all forms of retaliation.
- **ICT, Cybersecurity, Data Protection & Privacy:** a set of Group-wide policies and procedures to secure its systems against cyber attacks and protect sensitive data, in line with the strictest standards (ISO 27001) and international best practices. Some of the most significant in terms of cybersecurity are the Information Security Policy, the Cloud Computing Policy, and the Network Security Policy; as concerns the General Data Protection Regulation (GDPR), the most relevant are the policies for Data Classification, Data Retention, and Data Subject Rights as well as the DPIA Methodology Policy introduced in 2021.

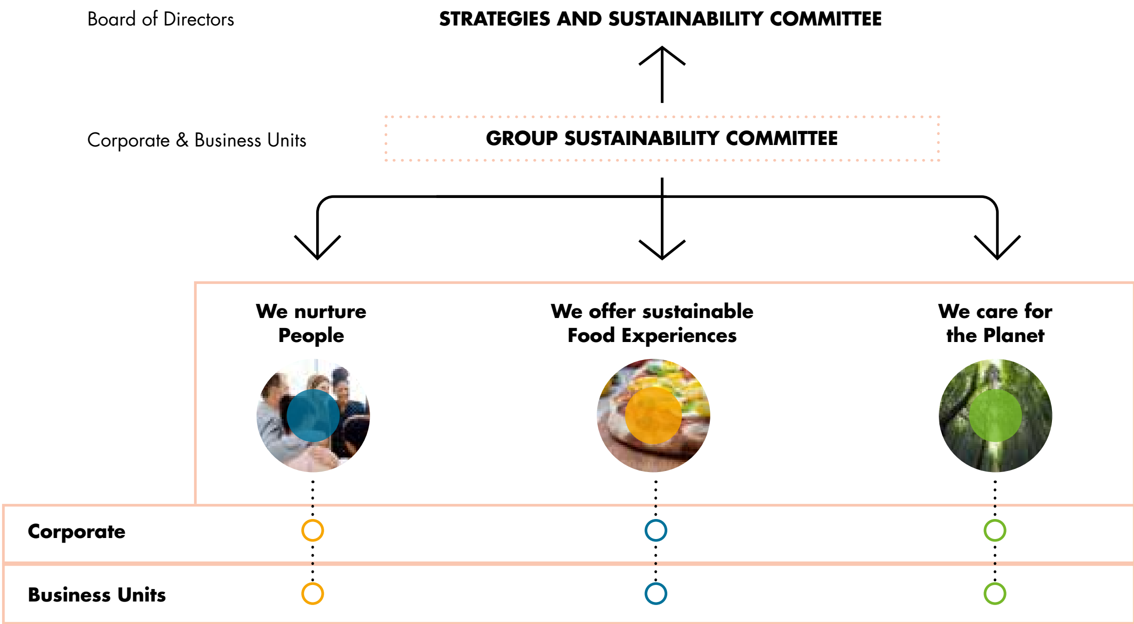
## SUSTAINABILITY GOVERNANCE

Autogrill has implemented a governance system for the Group-wide management and control of sustainability issues, to all intents and purposes integrating sustainability within its business.

To ensure the effective handling of ESG issues, in 2020 the **Strategies and Sustainability Committee** was formed within the Board of Directors with three non-executive directors, the majority of them independent (see the "Governance" section for further details). The committee has due diligence and advisory functions with respect to the Board on matters concerning the sustainable success of the business; such functions include promoting the integration of sustainability within the Group's strategies and culture and fostering these concepts among all stakeholders, reviewing stakeholder engagement, and periodically assessing the Group's position on sustainability themes (including financial market, ratings, and sustainability index analyses). It is also responsible for evaluating the sustainability guideline proposals developed by the Board of Directors.

To keep senior management on top of sustainability issues, in 2021 Autogrill established the position of **Chief Sustainability Officer** (CSO), reporting directly to the Group CEO. The position is currently filled by Autogrill's Group Chief Financial Officer. The Chief Sustainability Officer is assisted by the **Group Sustainability Committee**, made up of business unit and corporate senior managers, whose duties include defining priorities, tracking progress, and coordinating the initiatives and projects envisaged by the sustainability strategy. In 2022 the Committee met every four months, to provide management with detailed updates on the projects included in the Sustainability Roadmap, collect feedback, and discuss potential new initiatives.

Projects are implemented by **three interfunctional, interregional working groups** (one for each of the pillars of the Make It Happen roadmap), comprised of a small group of **"Sustainability Champions",** coordinated by a **Group Sustainability Manager.** The **Sustainability Champions,** a balanced number of professionals from corporate departments and the business units, are tasked with engaging the units affected by the Roadmap, ensuring the advancement of projects, and actively promoting the culture of sustainability at all levels of the Group (see "ESG risks" in the section "Risk management and control system" for further details"). In 2022 the working groups met every two months, ensuring regular monitoring of the Roadmap projects and updates on their progress.




# MAKE IT HAPPEN – SHAPING A BETTER FUTURE

**Why sustainability is so important to Autogrill**

1. **It's the right thing to do:** environmental issues and social challenges require everyone to take a step forward and embrace immediate, concrete actions, and corporations should be leading the way.
2. **We've already made a good start:** for many years, we have endorsed initiatives for our people, our customers, and the environment; now we need to elevate them as a consistent framework.
3. **It's our responsibility as market leader:** our stakeholders increasingly expect us to take concrete action in all dimensions of ESG, given our size and our market position.
4. **It's an opportunity to do bigger and better:** the depth and breadth of ESG issues offer a unique opportunity to look at our business differently and take transformative action.

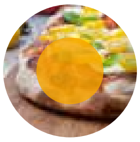
**Make It Happen – Shaping a Better Future** is Autogrill's strategic framework built on three pillars: We nurture People, We offer sustainable Food Experiences, and We care for the Planet. It spells out **nine priority sustainability issues** the Group has decided to pursue through a number of **specific initiatives, KPIs, and clearly defined targets** such as:

- 40-50% women in leadership positions[31] by the end of 2030;
- 98% sustainable coffee purchased by the Group's proprietary brands by 2025;
- 20-30% reduction in greenhouse gas emissions from electricity consumption in the motorway channel by the end of 2030.

Through Make It Happen, Autogrill shares strategic orientations with its stakeholders and defines the goals it promises to monitor and update every year, in the conviction that sustainability is not an arrival point but a constant process of evolution and improvement.

31 Definition of leadership roles currently under review.

In 2022 the Group continued to implement the Make It Happen roadmap, with the active participation of all business units, coordinated by the Corporate Sustainability department. The results bear witness to how Make It Happen has injected fresh energy into the commitment Autogrill took on more than 15 years ago, proving that sustainability is deeply rooted in the Group's way of doing business.

| | | | |
|---|---|---|---|
| **Strategic pillars** | **We nurture People**  | **We offer sustainable Food Experiences**  | **We care for the Planet**  |
| **Priority themes** | 1. Employee engagement. talent development & retention<br>2. Diversity. equal opportunities & inclusion<br>3. Customer experience | 4. Food quality & safety<br>5. Product choice, nutrition & transparency<br>6. Responsible sourcing | 7. Waste management & packaging<br>8. Energy. emissions & climate change<br>9. Food waste |
| **Key targets** | 40-50% women representation in leadership roles* by the end of 2030 | 98% sustainable coffee sourced for proprietary brands by the end of 2025 | 20-30% reduction of GHG emissions from electricity consumption along motorways business by the end of 2030 |

## OUR CONTRIBUTION TO REACHING THE SUSTAINABLE DEVELOPMENT GOALS

In September 2015 the United Nations General Assembly adopted the 2030 Agenda for Sustainable Development, signed by 193 member states, which presents 17 Sustainable Development Goals or SDGs. Split into 169 targets to be achieved by 2030, the goals of the UN Agenda address a wide array of issues relating to socioeconomic development and environmental protection of the planet.

Through dialogue with stakeholders and a fresh materiality analysis, Autogrill has identified **nine** priority SDGs within the **Make It Happen** framework and matched them with each of the three strategic pillars: *We nurture People, We offer sustainable Food Experiences, We care for the Planet.*

*As mentioned above, in 2022 the Group* formally joined the United Nations Global Compact, the world's largest initiative for sustainable development, founded on 10 universal principles encompassing human rights, labor, the environment, and anti-corruption. Founded in 1999, the Global Compact is a voluntary initiative aimed at promoting the values of sustainability for the long term through political actions, business practices, and social and civil behaviors by encouraging member companies and organizations to share, support, and undertake actions in their areas of intervention in the name of sustainability. By joining the Global Compact, Autogrill has responded enthusiastically to the UN's call for action, further strengthening its commitment to sustainability and concretely supporting the achievement of the UN's objectives, including its Sustainable Development Goals (SDGs). The Group has thus committed to making the 10 founding principles of the Global Compact an integral part of its decision-making processes, development strategies, and everyday operations, reporting annually on its progress by way of the goals the Group has set for the coming years in its sustainability strategy.

* Definition of leadership roles currently under review.

## THE 10 PRINCIPLES OF THE UN GLOBAL COMPACT:

WE SUPPORT

United Nations Global Compact

### Human rights

- Businesses should support and respect the protection of internationally proclaimed human rights
- Make sure that they are not complicit in human rights abuses

### Labour

- Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining
- The elimination of all forms of forced and compulsory labour
- The effective abolition of child labour
- The elimination of discrimination in respect of employment and occupation

### Environment

- Businesses should support a precautionary approach to environmental challenges
- Undertake initiatives to promote greater environmental responsibility
- Encourage the development and diffusion of environmentally friendly technologies

### Anticorruption

- Businesses should work against corruption in all its forms, including extortion and bribery

## DIALOGUE WITH STAKEHOLDERS

Autogrill understands the importance of engaging stakeholders and is committed to ensuring active dialogue based on transparency, trust, and shared ideas as indicated in the Code of Ethics, which sets the priorities, principles, and conduct to be followed in every interaction.

By listening to stakeholders, we gain vital information on their needs and, more generally, on the context in which we operate, and can trace out a path of constant improvement for the impact we have on the environment, the economy, and human beings.

Through this sort of feedback Autogrill can follow up on its commitment to stakeholders, by judging how well it is understanding and meeting their expectations and intercepting any problems before they arise.

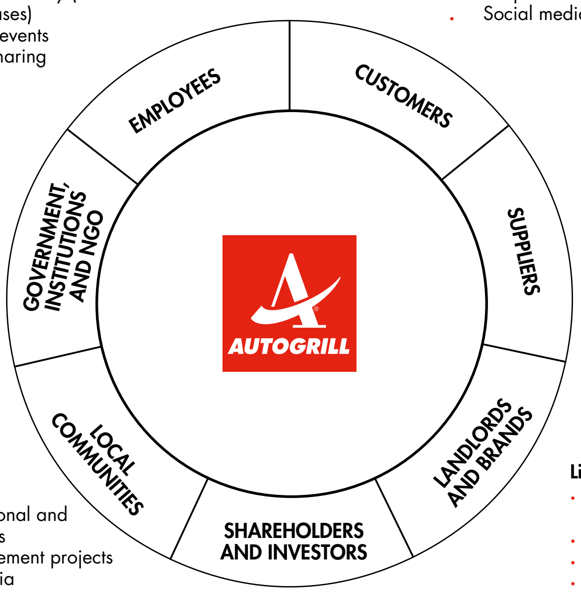
A real understanding of the interests and expectations of every stakeholder can only begin by identifying the key stakeholder categories with which to engage in regular feedback, and by defining the most appropriate channels of engagement.

In February 2022, the Board of Directors adopted a policy for handling dialogue with all shareholders and other stakeholders, modeled partly on the engagement policies followed by the Company's institutional investors. The policy specifies the Company's ordinary communication channels (the general meeting of shareholders, Autogrill's website, institutional meetings with the financial community) and the other forms of dialogue that do not involve it directly, and establishes a procedure for direct dialogue between the shareholders and the Board of Directors. It was adopted at the recommendation of the Chair of the Board of Directors and drawn up with the Group CEO, with approval from the Control, Risks and Corporate Governance Committee.

In 2022 there was a strong focus on internal dialogue through the attentive, transparent sharing of information at every level, on listening to the needs of customers through surveys and market research designed to grasp how travelers' expectations are evolving, and on seeking feedback and dialogue with landlords, suppliers, and commercial partners.

**Listening channels**
- Meetings and agreements with trade unions
- Surveys
- Whistleblowing channels (SA8000 mailbox; OpenLine platform)
- Internal communication activity (Aconnect intranet portal, showcases)
- Training activities and events
- Policy definition and sharing

**Listening channels**
- Annual customer satisfaction surveys "Feel good?"
- Market investigation and customers surveys on customer needs
- CRM activity
- Corporate website
- Social media




**Listening channels**
- Period sector events and multi-stakeholders roundtable
- Meetings with NGO, non profit and charity foundations
- Engagement and support projects
- Collaboration with sector partners

**Listening channels**
- Quality audit and inspections
- Policy definition and sharing
- One-to-one meetings
- Assessment processes and development of new products and concepts

**Listening channels**
- One-to-one meetings
- Specific events and national and international conferences
- Roundtables and engagement projects
- Website and social media

**Listening channels**
- Collaboration and development of tailor-made services
- Participation to industry events
- One-to-one meetings
- Policy definition and sharing
- Social and environmental surveys

**Listening channels**
- Shareholders' meeting
- Regular meetings between top-managent and investors
- Dialogue channels offered by Investor Relation program
- Periodic results announcements
- Policy definition and sharing
- Seminar, sector conferences, roadshows and meetings
- Corporate website and financial and non-financial reporting

### Consumer engagement

Through its engagement activities Autogrill monitors the changing needs of consumers and their new purchasing habits. In 2022 we launched a new customer experience survey called "**Feel Good**," which in addition to testing satisfaction with our food & beverage menus in the three travel channels (motorways, airports, and railway stations) also dives into the expectations of travelers in an effort to stay on top of the changing attitudes and purchasing behaviors of different generations and types of consumers. The Feel Good survey is active in eight countries (Italy, France, Belgium, the Netherlands, Switzerland, Germany, the US, and the UK). Every year it engages more than 30,000 consumers, according to a tracking calendar of three waves per year.

The results of the first two waves reinforce some trends observed in 2021. Especially in the airport channel, for instance, consumers are increasingly focused on the sustainability practices of food & beverage businesses and brands.

### Employee ESG engagement

To foster knowledge and involvement with the projects and targets of the sustainability roadmap, Make It Happen, in 2022 the Group implemented an internal engagement plan for all employees at headquarters and stores. In addition to making the roadmap more familiar, the engagement activities provided a closer look at major ESG themes for the food & beverage industry and got employees more interested in sustainability, with a special emphasis on the topics of most relevance to Autogrill.

Starting in April 2022 when the roadmap was unveiled, 12 internal ESG communication events were held every two weeks, some of them coinciding with Earth Day, Human Rights Day, and other annual occasions organized by the UN. In addition to articles and newsletters, the formats included short videos and interactive quizzes that were highly effective in engaging employees and collecting their feedback.

The first quiz, in June 2022, was titled *"What sustainability hero are you?"* and measured employees' commitment to the most important ESG topics for the Group through 25 questions on their everyday habits. Each respondent, on the basis of their score, was assigned a specific "sustainability hero" profile: from *"Mystery Ranger"* for the lowest scores to *"Future Oracle,"* the superhero emblematic of excellence in sustainable conduct.

### Engagement of landlords, brands, and suppliers with the Make It Happen roadmap

After launching the new Make It Happen roadmap in 2022, Autogrill began to engage its key B2B stakeholders — landlords, brand partners, and suppliers — in a process designed to spread awareness among industry operators of the Group's main ESG targets, gather valuable feedback, and look into potential partnerships through collaborative ESG projects. These efforts involved both one-to-one meetings with individual stakeholders and participation in industry events, such as the Airports Going Green conference: the North American aviation industry's leading sustainability forum attended by more than 70 of the continent's largest airports.

## MATERIALITY ANALYSIS

In sustainability reporting, consistently with the new 2021 GRI Standards, the topics deemed as material (or relevant) are those that reflect the current, potential, and most significant positive and negative impacts the Group generates or may generate on the economy, the environment, people, and their human rights, in light of what it does and where and the expectations of its key stakeholders ("inside-out" approach).

Since 2014 Autogrill has conducted regular materiality analyses, following a structured process involving the analysis of best-in-class performers, industry peers, and the external context as well as dialogue with central and local management teams.

In 2022 the Group decided to reinforce its materiality analysis process to ensure compliance with the new 2021 GRI Standards from an inside-out perspective, i.e. considering the impact of the Group's activities on the outside world. It also conducted a voluntary "double materiality" exercise by combining the above approach with an initial qualitative review of the impacts which, from an outside-in perspective, might affect the Group's results and performance. Outside-in analysis is not mandatory at this time, subject to changes in the regulatory framework under the new Corporate Sustainability Reporting Directive (CSRD) and the respective European Sustainability Reporting Standards (ESRS).

The materiality analysis was conducted in four phases:

1. **Comprehension of the Group's business context:** the first step was to analyze the business context and identify the aspects relevant to the Group in light of its activities and business relations, the sustainability context in which it operates, and the stakeholders' expectations. In addition to internal documentation, a benchmark analysis was conducted considering its main peers and industry best practices;
2. **Identification of positive and negative impacts:** we identified the current and potential positive and negative impacts the Group generates on the economy, the environment, and people ("inside-out" perspective) and those that might affect the Group's earnings and financial performance ("outside-in" perspective). To do so we used public documents, sustainability risks and opportunities relating to the industry Autogrill serves, and the risk assessments conducted by the Enterprise Risk Management unit;
3. **Materiality assessment:** the impacts identified from both perspectives were then evaluated by means of one-to-one interviews with various top executives of the Group, who were asked to assess the significance of the impacts associated with each[32] potentially material issue;
4. **Prioritization of the most significant impacts and updated list of material issues:** based on the interviews with management, the impacts and associated topics were placed in priority order, and once a materiality threshold was determined we produced an up-to-date list of 12 material issues for the Group, shown in matrix form with the x-axes representing the outside-in perspective and the y-axes the inside-out perspective.

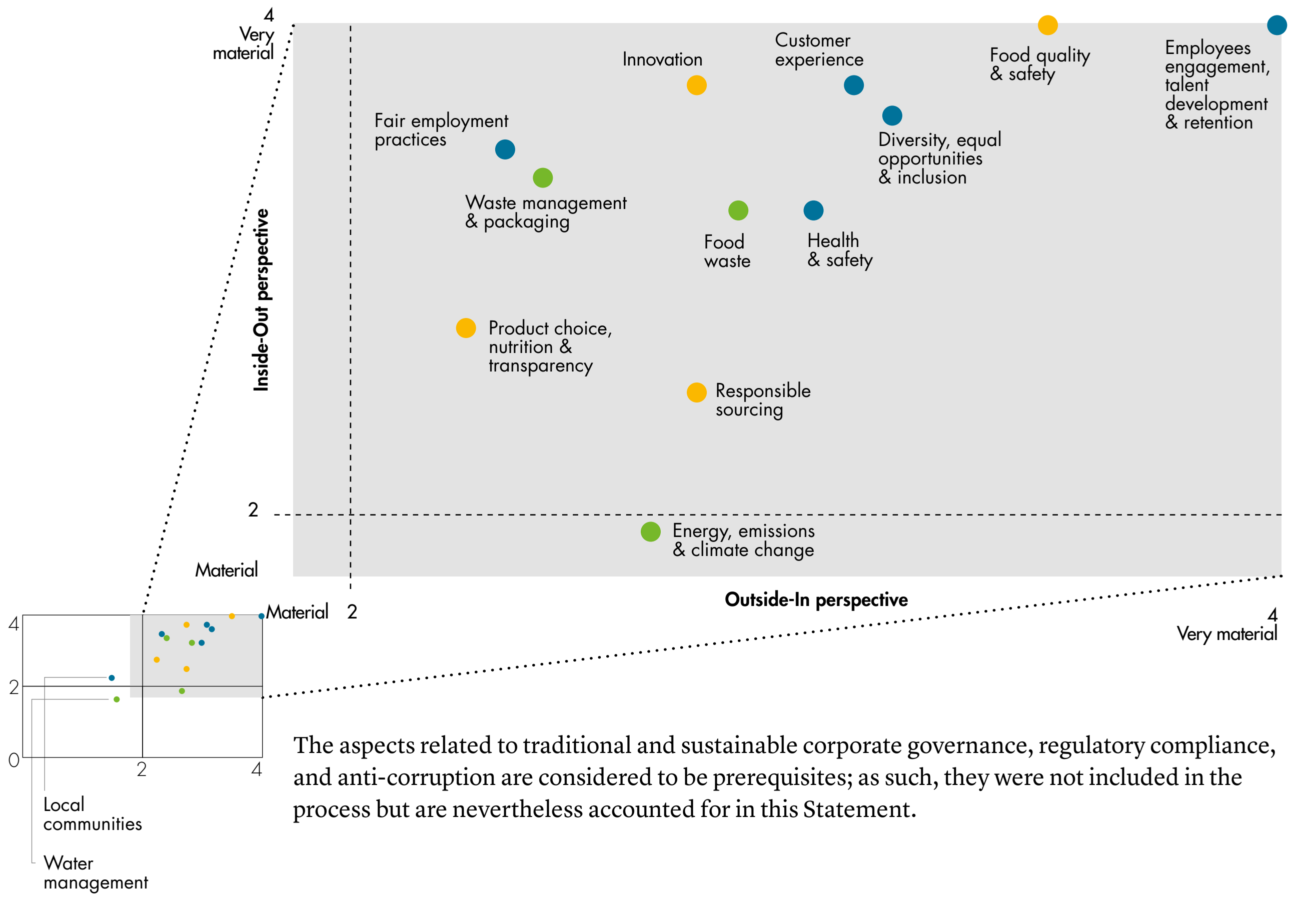
The analysis confirmed that the promotion of responsible behaviors within the Group is the basic prerequisite for growing the business by offering safe, high-quality products and services, making processes more innovative, and valuing employees and customers.

32 According to the GRI Standards, materiality is given by the likelihood of the impact's occurring and its severity if it does take place.

More specifically, of the **twelve material issues,** the most important from both perspectives were Food Quality and Safety; Customer Experience; Diversity, Equal Opportunities and Inclusion; and Employee Engagement, Talent Development and Retention. These are highly important topics for Autogrill, which has built its success on satisfying consumers and valuing its employees.

Compared with the 2021 analysis, in addition to confirming the nine material issues previously identified (aside from Health and safety which is considered mandatory for the Group's industry), we added "Fair employment practices" (including human rights aspects) and "Innovation" (digitalization and improvement in the service offered). "Water management" and "Local communities" were confirmed as relevant but not material. It should be noted that compared to 2021, the GRI Standards made the concept of external impact more explicit, an exercise completed in 2022 which did not lead to the modification of the panel of topics considered last year despite the updates to the Universal GRI Standards.

**THE AUTOGRILL GROUP'S MATERIALITY MATRIX**




The aspects related to traditional and sustainable corporate governance, regulatory compliance, and anti-corruption are considered to be prerequisites; as such, they were not included in the process but are nevertheless accounted for in this Statement.

# WE NURTURE PEOPLE

The first pillar of the **Make It Happen** strategy is about people, who are the fundamental ingredient for the Group's success. Autogrill strives to recognize the value of every person in any context, to build relationships based on mutual respect, and to create working environments attentive to the wellbeing, health, and safety of employees and customers alike.

## Material topics

- Employee engagement. talent development & retention
- Diversity, equal opportunities & inclusion
- Customer experience
- Health and Safety
- Fair Labour Practices

## Our priority SDGs

## Our commitment

**40-50% women** representation in **leadership roles*** by the **end of 2030**

## Highlights 2022

**45,898** Employees in 30 countries

**60%** Women of total employees, with the aim of increasing the women representation in leadership roles

**40.7** Average training hours per capita

**€ 2.3m** Donations to support local communities

**Unconscious Bias training** Unconscious bias training to promote the awareness of bias and foster inclusive behaviors on the job

**Feel Good** Customer engagement in three waves carried during 2022 to intercept emerging trends in travellers' spending behaviours

* Ruoli di leadership in fase di definizione.

## EMPLOYEE ENGAGEMENT, TALENT DEVELOPMENT & RETENTION

***"We strive to engage people throughout the organization and to listen to everyone's needs. Our goal is to attract, develop, and retain talent within the Group in order to develop the leaders of tomorrow"***

Autogrill's people are an essential resource for the Group's growth and innovation, and it is only thanks to their contribution that Autogrill can provide its customers every day with high-quality goods, services, and experiences.

### We are Making It Happen!

In 2022 the Group took many initiatives to help attract new talent, engage associates, develop skills, and recognize performance.

With hiring on the rise, the Group stepped up its efforts to attract new recruits to Autogrill, including the talent program **"Road to the Future: destinazione lavoro"** which in Italy offered free training for people interested in becoming unit heads.

The business units emphasized moments of dialogue and feedback with associates; in Switzerland, for example, the **"Coffee for your future"** sessions between associates and managers were occasions to talk about visions and goals for personal growth and the Group's development.

All business units contributed by organizing training activities, with a focus on **leadership skills**, and by spreading a culture of physical and mental **wellbeing** through courses on stress management, exercise, and mindfulness.

As for performance assessment, the business units continued to make use of professional development systems, including the launch of **Valiamo** in Italy for the evaluation of store personnel and one-to-one associate-manager sessions under the International unit's **Performance Booster** program.

The way associates are cared for is a distinctive feature of Autogrill, which from recruitment throughout a person's career values the **dignity**, **protection,** and **rights** of every individual, in keeping with the Group's **Code of Ethics** and **Sustainability Policy**.

We also promote the constant development of our employees' **technical and soft skills** by following a management style centered on **leveraging talent** and on **personal and professional growth** in every country served.

The Group understands the importance of reinforcing team spirit and motivation while also polishing its own reputation as an employer, in order to attract skilled personnel who can build their professional success in harmony with Autogrill's values and sustainable development goals.

At 31 December 2022 the Autogrill Group employed 45,898 people (an increase of 33% over 2021), 60% of them women. Of the total, 97% worked at stores. The increase in the workforce reflects the full recovery of the business after the pandemic. The most significant in change in the number of employees was in International and North America business units (with an increase of 59% and +38% respectively compared to 2021), where the Group operates mainly in the airport channel, the greatest beneficiary of the recovery in traffic.

At the Group level, 85% of staff members were hired on permanent (open-ended) contracts. Temporary workers are managed differently from country to country, depending on local legislation and business needs. In general, because the Group mainly hires temporary workers to cover the busy summer and Christmas seasons, in 2022 there was a significant increase in this type of contract due to the recovery of operating activity.

Part-time staff made up 30% of the total workforce, 68% of them women.

| | 2022 | | | |
|---|---|---|---|---|
| | North America | Europe | International | Total |
| **Total workforce** | **22,825** | **14,484** | **8,589** | **45,898** |
| *Of which: women* | *63%* | *63%* | *47%* | *60%* |
| Offices | 375 | 578 | 509 | 1,462 |
| Stores | 22,450 | 13,906 | 8,080 | 44,436 |
| Permanent | 22,825 | 11,881 | 4,189 | 38,895 |
| Temporary | n.a.[33] | 1,972 | 4,230 | 6,202 |
| Hourly contracts | n.a.[33] | 631 | 170 | 801 |
| Full time | 19,887 | 5,659 | 5,609 | 31,155 |
| Part time | 2,938 | 8,194 | 2,810 | 13,942 |

The largest category of workers consists of multiservice operators[34] at stores (representing 80% of total workforce), who also increased by the largest amount on 2021 (+37%), due in part to temporary hires. The age ranges from 30 to 50 accounts for the highest share of employees (41% of the total). With respect to 2021 there was a meaningful increase (+65%) in workers under 30, who made up 37% of the total, with a peak of 61% in International division.

| | 2022 | | | |
|---|---|---|---|---|
| | North America | Europe | International | Total |
| **Total workforce** | **22,825** | **14,484** | **8,589** | **45,898** |
| < 30 years | 8,382 | 3,359 | 5,252 | 16,993 |
| 30-50 years | 9,042 | 7,129 | 2,830 | 19,001 |
| > 50 years | 5,401 | 3,996 | 507 | 9,904 |

33 The definitions of "temporary" and hourly contracts associates are not applicable in North America as associates are categorized according to the national legislation in force ("at-will employment") according to which both parties can terminate the employment relationship at any time.
34 Responsible for preparing, cooking, and serving food and beverages and cleaning the equipment, food preparation zones, and dining areas.

## ENGAGEMENT AND TALENT ATTRACTION

Autogrill strives to build a professional environment that attracts and retains the best talent, through engagement projects and employer branding activities at the global and local level.

Over the last few years the Group has developed structured talent attraction strategies designed to bring it closer to people and engage them in a process of professional and personal growth, thanks to effective online communication and employer branding campaigns on job boards, social networks, and the major job search sites.

In the different countries served the Group routinely participates in trade fairs and events, both live and online, aimed at publicizing the many career opportunities it offers. In Belgium, for example, a recruitment day held once a week throughout 2022 was able to fill every vacant position. The Group continued to use alternative, innovative recruiting methods during the year, such as **"Job Speed Dating**" in Switzerland, the appointment of staff members in the Netherlands as social media brand ambassadors, and the use of artificial intelligence in North America to make the hiring process more effective.

For Autogrill, 2022 was the year borders reopened and travelers returned to the world's principal traffic hubs after two years of restrictions in response to the Covid-19 pandemic. The Group responded with a major hiring effort, developing structured, online recruiting systems designed to make employment offers more visible and accessible and to create a direct line of communication with the younger generations, including by simplifying the online application and video interview process. In some countries of the European business unit, the **TalentLink** platform is now being used for simpler, faster hiring. In the International area, in 2022 the Group implemented the **SuccessFactors** system to make the selection mechanism faster, more accurate, and better traced. In some International unit countries, such as China, Vietnam, Malaysia, and Indonesia, **"bring back" programs** were set up during the year in order to rehire and enhance the qualifications of some of the people Autogrill was forced to let go because of the pandemic. In North America, the approach to talent acquisition is personalized according to location, with on-site assessments carried out by specialized resources with the aim of pinpointing the needs of airports and proposing targeted solutions. Recruitment teams in North America have also been expanded where the markets have required additional support to find new talent.

In Italy, the various hiring initiatives included a national competition of the CNOS-FAP network of vocational cooking schools, held at the Group's headquarter. Autogrill also took part in the event **"3 giorni per la scuola"** as partner in the OrientaLife project sponsored by the Campania Region, USR, and Anpal Servizi, which acts as an interface between school and the job market, and aims to engage students and give them the tools they need to pursue a course of study and a profession. The partnership Autogrill has formed with the Italian Army will provide support for the outplacement of soldiers nearing the end of service.

The Talent Program **"Road to the Future: destinazione lavoro"** offered free training to candidates interested in becoming unit heads, and concluded with the opportunity for career growth within the Group. Finally, in 2022 Autogrill partnered with Camst, a collective catering company, so that companies needing people on a seasonal basis can alternate hiring throughout the year and allow people to remain employed year-round.

The Group's headquarter has continued its **partnerships with Italian universities** as a way to nurture and hire young talent. These include the program with the Master's in Marketing, Consumption and Communication at IULM University, where students came up with fresh narratives for recruitment and new methods to make Autogrill careers more attractive; the partnership with Università Cattolica di Piacenza, where students helped produce new ideas to make Autogrill's business even more sustainable in terms of menus, social responsibility, environmental impact, and circular economy; and the collaboration with the Master's in

Planning and Control of Università Cattolica ALTIS, where some of Autogrill's planning and control professionals came in to teach lessons and seminars.

**Campus Autogrill: Sicily Edition**

Campus Autogrill is a program to get young job seekers under 30 to learn about the world of Autogrill by providing a unique training experience. The first edition was launched in 2022 in Sicily. Of the 300 applications received, 40 young people were selected to participate, free of charge, in a training course held from 28 February to 23 March. The course took place in three parts: an online session where participants learned about occupational health and safety, a unit on the world of Autogrill with a focus on customer relations, and a 40-hour workshop covering standards of service and product handling. The objective of the program was to find young talents to hire as unit heads trainees, as a way to help build a strong connection between local businesses and the community. As the program was being launched, a campus with the Autogrill logo traveled the roads of Sicily to promote this opportunity.

**Assapora il futuro**

The talent attraction initiative Assapora il futuro ("Taste the future") was confirmed in 2022 with career orientation days in which Autogrill jobs are presented by our staff members and "tasted" at vocational schools, to help young people grow familiar with our careers and understand what it's like to work and grow with Autogrill. This program also serves as a bridge between school and work, opening the Autogrill world to students. It includes events held with students in local theaters, for example in Puglia and Calabria, where in 2022 Autogrill was able to meet live with hundreds of students from vocational cooking schools.

In 2022, including the number of temporary contracts that by nature fluctuates more widely, the incoming turnover rate was 111%, up from 66% the previous year. Recruiting resumed in 2022 with 50,767 new hires (more than doubling compared to last year), mainly in North America and Europe (recording 52% and 32% incoming turnover respectively). Of total hires during the year, 63% were for permanent jobs. The outgoing turnover rate also increased in 2022 (89%) compared to 2021 (49%), a typical indicator of the recovery of operations in a sector in constant motion such as Food and Beverage.

| | 2022 | | | |
|---|---|---|---|---|
| | North America | Europe | International | Total |
| **Hires (no.)** | **26,581** | **16,208** | **7,978** | **50,767** |
| Permanent | 26,581 | 2,550 | 2,768 | 31,899 |
| Temporary | - | 5,740 | 5,018 | 10,758 |
| Hourly contracts | - | 7,918 | 192 | 8,110 |
| **Turnover, incoming (%)** | **116%** | **112%** | **93%** | **111%** |
| Permanent | 116% | 21% | 66% | 82% |
| Temporary | - | 291% | 119% | 131% |
| Hourly contracts | - | 1255% | 113% | 1012% |
| **Departures (no.)** | **20,350** | **15,530** | **4,941** | **40,821** |
| Permanent | 20,350 | 2,588 | 1,807 | 24,745 |
| Temporary | - | 5,024 | 3,025 | 8,049 |
| Hourly contracts | - | 7,918 | 109 | 8,027 |
| **Turnover, outgoing (%)** | **89%** | **107%** | **58%** | **89%** |
| Permanent | 89% | 22% | 43% | 64% |
| Temporary | - | 255% | 72% | 130% |
| Hourly contracts | - | 1,255% | 64% | 1,002% |

Alongside its talent attraction initiatives, the Group has continued to focus on staff feedback, setting up two-way communication channels to promote constructive dialogue, understand people's needs, and discover any vulnerabilities in a timely manner. Like last year, the Group promoted live and online **get-togethers** for its staff in order to maintain interpersonal relationships and make people feel like active participants in Autogrill's growth. Some of the most widespread initiatives in every country include webinars for staff members, newsletters, and internal online platforms where people can post thoughts and questions (for example, in the International area through the Be Connected platform).

As for new initiatives launched in 2022, in Switzerland, for example, the **"Coffee for your Future"** program involved regular meetings between associates and supervisors/HR managers in order to share expectations, goals, and feedback, show appreciation to workers, and describe future career opportunities. In France, annual events are organized to encourage the exchange of strategies and visions, with a focus on improving co-worker relationships through team building activities. In North America, staff appreciation and recognition programs. Through **Shout Out**, anyone can present a "postcard" to thank a colleague and to recognize excellent performance in terms of alignment with corporate values and ability to work in a team, creating an atmosphere of appreciation and attention to the other and increasing motivation levels. And with **Above and Beyond**, on the other hand, awards and prizes are conferred each quarter to collaborators who have exceeded the expectations and company standards in terms of performance, service and hospitality, helping to improve efficiency and resolve daily challenges, with particular attention for those who have made heroic or rescue acts, or for leaders who excel in the formation of their teams.

During the year, Italian associates were asked for their opinions on sustainable mobility, energy efficiency, and training in the form of actual **"calls for ideas".** These surveys produced information and useful suggestions on worker commutes, energy-saving practices suited to being replicated Group-wide, and proficiency in the English language.

## TRAINING AND DEVELOPMENT

Training is a fundamental tool for updating skills and boosting professional development, while spreading company values through a process that blends individual growth with cultural and organizational progress.

From the outset, Autogrill has invested in **training programs** designed to support the professional and personal growth of its workforce. Training programs put individuals at the center, as the active protagonists of their growth, and address a myriad of themes such as coaching, onboarding, behaviors, and technical and managerial skills. They take the form of classroom teaching, on-the-job training, and digital learning to meet workers' different needs and ensure their direct, pro-active participation.

Training of **store personnel** is emphasized as stores constitute the Group's immediate interface with the public. These workers attend specific on-the-job courses in support of their everyday activities, enhancing efficiency and professionalism in the sale of products and the provision of services to consumers.

Among the Group's priorities in 2022 was **leadership training for managers,** through programs aimed at boosting managers' technical qualifications and, above all, at improving empathy and communication skills with their teams, in order to promote healthy relationships and working environments geared toward personal wellbeing. During the year all of the Group's business units tended in this direction, such as the International area which rolled out two training programs for managers: **Manager Essentials** and **Leadership Essentials.** In North America, a 12-week program on leadership skills was organized, while several one-day workshops at the regional level focused on leaders' ability to influence company culture according to their managerial style. During the course, managers learned about the key principles that should guide a leader's behavior, along with a coaching model based on the four pillars of connection, care, teaching, and development.

To reconcile the need for training with the professional and personal commitments of staff members, many courses take the form of **webinars and online training**; in Italy, for instance, more than 300 training videos were produced in 2022 on new systems, processes, and recipes, which can be accessed through the e-learning platform **MyAcademy**. For in-store training as well, the Group favors the use of innovative tools allowing simpler, more immediate and effective communication: one example is in Belgium, where **QR codes** have been placed on the equipment for quick access to technical instructions.

Given today's widespread **use of digital technologies and remote working,** the Group continued to hold courses in computer skills, remote work management, proper conduct in common spaces, and the handling of customer interactions. The Group also engaged in ongoing cybersecurity measures to protect its IT infrastructure, by instructing associates on these issues and on its policies for video collaboration and the use of digital tools.

Autogrill strives to give people room to grow in a healthy environment, by creating a diffuse culture of wellbeing. With this in mind it has developed a number of training activities including emotions management, stress management, physical health, and exercise, as well as mental health and mindfulness, focusing on **all-around personal development**. In Italy, for example, **Skillati Gym** is a digital soft skills gym with more than 100 courses for headquarters and store personnel who can "work out" whenever they want on the subjects that interest them the most, while Life Skill labs promote the discovery and use of cognitive, emotional and interpersonal abilities so people can improve their performance at the individual level and within social contexts.

The Group has taken important steps to make the onboarding process more immersive and engaging, through dedicated initiatives for the **orientation, training, and development of new hires**. In Italy, headquarters provides training in soft skills like **public speaking** and **time management** for new personnel hired under internship and trainee contracts. In the International unit, all new hires follow an onboarding process that includes training in health and safety, customer service standards, knowledge of the Group's food and beverage menus, Autogrill values and culture, and brand awareness.

### Leaders on the Move – Executive program in collaboration with Coca-Cola

The "Leaders on the Move" program, launched in Italy in late 2021 and ongoing throughout 2022, stems from a partnership with Coca-Cola HBC Italia. This **development program for 18** of the two companies' top talents is based on the conviction that learning takes place through the intermingling of ideas and people. Leaders on the Move aims to enrich the participants' professional qualifications through the sharing of experiences, people, and company values.

Developed in collaboration with Challenge Network, the one-year intercompany program took place in various stages during which the selected participants from both companies deepened their knowledge and opened their minds to innovation and experimentation. Specifically, they tried their hand at two business cases centered on two of the companies' top priorities: digitalization and sustainability.

For the sustainability business case, the participants came up with a marketing campaign to engage consumers in the companies' efforts to reduce their environmental impact, to be implemented in the summer of 2023.

### Potenzia il tuo talento ("empower your talent")

In 2022 the Group adopted a new training program for its Italian associates consisting of 15 classroom and online courses divided into five themes: work organization, technical skills, self-empowerment, leadership skills, and team management. With the aim of encouraging participants to define their own career paths, the program gave store managers the opportunity to choose the mix of courses best suited to their needs. The training program involves almost 200 store managers divided in 42 classrooms (mostly in presence, a few online) lasting until March 2023.

### Talent Boost

In 2022 Autogrill held a new edition of Talent Boost, the program to help associates located in the Italian point of sales to move from an operating job to a managerial position. To provide 360° development, it combines mentoring, webinars on the specific tools needed for the job, leadership coaching, and observation by product & service specialists.

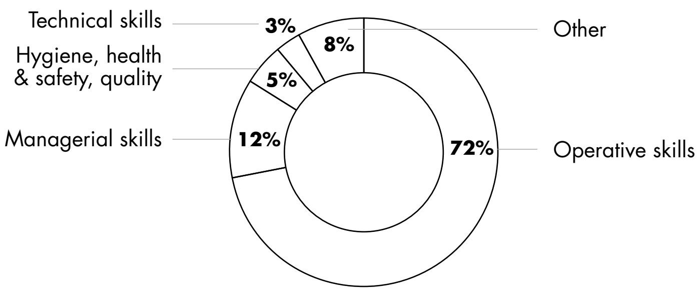
In 2022 the Group provided about 1.8 million man-hours of training[35], a 33% increase with respect to 2021. The increased number of hours reflects the full resumption of training activities in all countries served and for all professional categories. Group-wide, this translates to an average of 40.7 hours per head in 2022, a slight increase compared to 2021.

| Stores (average hours per capita) | 2022 |
|---|---|
| Area managers | 59.2 |
| Store managers | 63.0 |
| Assistant store managers | 55.4 |
| Unit heads | 43.4 |
| General staff | 39.9 |

| Offices (average hours per capita) | 2022 |
|---|---|
| Top managers | 12.1 |
| Senior managers | 14.5 |
| Managers | 14.3 |
| White collars | 13.5 |

Most training hours were focused on operational skills (about 72% of the total), in particular for store personnel, and on the reinforcement of managerial skills for those in charge of positions of responsibility (approximately 12% of total training hours). Health, safety, quality, and hygiene were emphasized as topics of strategic importance to the Group's business.

**TRAINING HOURS BY TYPE**




## TALENT DEVELOPMENT AND APPRAISAL

With a view to fostering professional growth, over the years Autogrill has defined a **performance review system** that measures specific technical capacities as well as managerial skills.

In the conviction that a constructive, participatory, and inclusive appraisal system should be able to enhance the Group's ability to create long-term value, the performance review is one of the key processes for ensuring constant professional development, retaining talent, and ultimately achieving the Group's strategic objectives.

35 The data available to date are partly estimated on the basis of the individual training plan envisaged for new hires. Data from Austria and Belgium are excluded as they are temporarily unavailable. It should also be noted that continuous training is often provided in the points of sale, which is not always systematically tracked.

With the measurement of performance constantly evolving, each business unit has developed and implemented its own review systems best suited to the local context.

In the International area, the "**Be Competent**" system was joined in 2022 by **Performance Booster**, an appraisal system entailing one-to-one sessions between staff members and managers in order to pinpoint strengths and areas for improvement. The Group also moved forward with the **First Class** skills-boosting program introduced in 2021: based on the outcome of the Performance Booster system, participants are selected for a 3- to 6-month training plan aimed at cultivating future managers thanks to personalized coaching, online and on-the-job courses, and interactive workshops designed to develop key leadership skills such as results orientation, stress management, critical thinking, and feedback.

In Italy, the store personnel appraisal system **Valiamo** evaluates unit heads for criteria such as operational efficacy, customer care, and fostering positive relationships among coworkers, while store managers, assistant store managers, and area managers are evaluated for their team management skills, ability to enforce procedures and standards of service, commercial proactiveness, and customer relations.

For Italian office personnel there is a new appraisal system called **VIP - eValuation Improvement Potential,** consisting of a simple self-evaluation form meant to highlight each person's strengths followed by formal feedback from the manager in constructive one-to-one dialogue sessions.

In 2022 the standard performance review systems were reinstated in all countries served by the Group, at least on an annual basis, involving 9,867 people mostly at office locations.

**PERSONNEL INVOLVED IN PERFORMANCE REVIEWS[36]**

| | 2022 | | |
|---|---|---|---|
| | Men | Women | Total |
| **Offices** | | | |
| Top managers | MBO | MBO | **MBO** |
| Senior managers | 94% | 85% | **91%** |
| Managers | 93% | 92% | **92%** |
| White collar | 90% | 94% | **92%** |
| **Stores** | | | |
| Area managers | 96% | 92% | **95%** |
| Store managers | 83% | 79% | **81%** |
| Assistant store managers | 73% | 68% | **71%** |
| Unit heads | 64% | 66% | **65%** |
| General staff | 13% | 9% | **10%** |

Most of the change in the percentage of store personnel who received performance reviews reflects turnover trends, especially in countries that only give reviews once an individual has been working for at least six months.

36 The figure is calculated considering the associates evaluated in the performance review process, who are still in force as at 31 December, for countries that have a performance review system in place. Some minor countries are not included in the perimeter such as Austria, Slovenia, Belgium and Greece for the Europe Business Unit, and Stellar Partners Inc. for the North America Business Unit. It should also be noted that some data are the result of estimates.

Data for top managers is not included because it refers to a management by objectives (MBO) approach that differs from the performance review programs in place for other personnel.

**Lead. Inspire. Transform. At the 2022 FAB Awards, 9 honors for the Autogrill Group**

Once again this year, Autogrill attended the **Airport Food&Beverage (FB) Conference & Awards**, one of the most important events in the F&B industry for recognizing the best performers.

The **FAB Awards 2022** shone a spotlight on the role of sustainability for businesses and communities. The Autogrill Group won nine awards, for the second year in a row earning more prizes than any other company.

Six of the nine were FAB Superstars Awards, in the categories *Star Team, Star Individual, and Star Innovation*, which recognize to those who work every day with reliability and passion. The other three were FAB ESG Awards, a new category for people and initiatives that generate a positive impact on sustainability. This resounding success is the result of the commitment that Autogrill has made, first on paper and then through concrete action, with its sustainability roadmap "Make It Happen," founded on the three pillars We nurture People, We offer sustainable Food Experiences, and We care for the Planet and named winner of the *Sustainability & Environmental Stewardship* award in the FAB ESG category.

## COMPENSATION AND BENEFITS

Based on principles of fairness, equal opportunities, and meritocracy, Autogrill's remuneration policies are designed to ensure competitive pay packages in the labor market and to valorize individual skills and qualifications (job description, role and level). To make sure of this, Autogrill constantly observes market data and external benchmarks, ensuring compliance with local collective employment agreements and applicable laws. The remuneration system consists of a fixed component plus bonuses and includes salary adjustments that are tied to performance, talent, and growth targets, to reinforce the equal opportunity principle and avoid the risk of discriminatory pay.

In all countries with a minimum wage, in addition to complying with the law, Autogrill routinely studies economic conditions and employment levels. Entry-level wages are established in accordance with the local laws and collective employment contracts in place in the various countries.

Autogrill has set up a Compensation & Benefits systems based on **competencies and merit**, which aims to create a level playing field while **preventing discrimination in any form**. Regarding benefits, too, the Group insists on treating personnel with clarity and transparency, through welfare units that promote education, wellbeing, and personal health.

Benefits are roughly the same for temporary and permanent contracts and for full- and part-time workers, but vary by country depending on laws that may include or exclude certain benefits and/or social security and insurance coverage (health insurance, accident insurance, maternity and paternity leave, disability payments, etc.).

Benefits might include healthcare, life insurance, accident and disability insurance, vouchers for cultural events or forms of exercise, and discounts on public transportation. In some countries, there are special retirement benefits such as the 401K plan in the United States. Maintaining the good practices implemented in response to the pandemic, some benefits such as healthcare, sick leave, and insurance for staff members and their families have taken on greater importance. In 2022, to counter widespread inflation caused by the international context, some countries have also added new benefits such as Italy's vouchers for fuel and consumer goods, and greater attention is being paid to the work-life balance with services like dry cleaning and tax consulting.

In every country served, the Group complies with **parental leave** legislation, and in some cases takes specific action to encourage people who have been absent for long periods to return to work. In France, for example, under the **Gender Equality Agreement** defined in 2022, associates returning after parental leave sit down for an interview that aims to determine, through frank, constructive dialogue, any specific needs they may have and to provide support in finding a new life-work balance, perhaps by temporarily adjusting their work shifts or schedules.

In Italy, associates on maternity leave continue to receive their usual bonuses and benefits (company car, computer, cell phone, fringe benefits, etc.), and when they return to work they receive a welcome back kit from Human Resources with items to ease the adjustment and ensure psychological support. In North America, through the **MyTime** program, staff members can use flex time, vacation days, and short-term disability leave to care for family members, in addition to individual flex time agreements such as those for nursing mothers.

## HEALTH AND SAFETY

In all of the main countries served, **Health and Safety Commissions** have been set up and include various positions (depending on local laws and policies), from executives to workers' representatives, who meet periodically to monitor compliance with applicable laws and find the best solutions to reduce the risk of injury and occupational disease to a minimum.

The Group assures all personnel the highest standards of health and safety, in strict compliance with local laws and regulations and with an approach geared towards constant improvement. Operating principles are based on the measurement and monitoring of occupational risks by way of **certified management systems**, such as ISO 45001 in Italy, which was once again renewed in 2022.

Each business unit defines its own schedule of inspections and other methods for measuring, preventing, and mitigating occupational health and safety risks, and works to define and disseminate procedures and operating manuals. In keeping with local laws in the different countries, the Group promotes regular medical check-ups and health surveillance programs, to reduce workers' exposure to risk on a preventive basis.

The Group fosters constant dialogue between workers and their supervisors so that any on-the-job hazards, even potential ones, can be reported in complete confidence and without repercussions. Every accident undergoes a comprehensive ex-post analysis, including through on-site inspections, to determine the cause and take suitable corrective and preventive measures. The most common measures include replacing materials, processes, or equipment with less dangerous alternatives; setting up engineering or administrative controls; reorganizing procedures; distributing adequate personal and collective protective equipment; defining internal emergency plans; and training staff at every level.

Several health and safety training programs have been organized in the countries served by the Group, to ensure full compliance with the law and establish a safety culture. In North America, the **Job Hazard Assessment (JHA) and Training Program** evaluates occupational risk, the controls necessary for preventing accidents, and the personal protective equipment (PPE) needed for specific tasks. In Italy, once again in 2022, Autogrill trained about 1,100 fire wardens, and roughly 900 first aid officers. Additionally, to reinforce occupational health and safety at stores, short **training modules** were introduced to teach operators more about the functions, maintenance, and safe use of in-store equipment. In the other European countries, workers periodically take several health and safety courses including first aid, fire safety, and hygiene ("Beginners' Hygiene" and "Advanced Hygiene" in Switzerland), as well as courses on self-defense and resilience ("Aggression Training" and "Resilience Training" in Belgium) and occupational hazard and accident management ("KOPAS I" in Switzerland). In France, a course on psychosocial risks was also held for managers and workers' representatives in 2022 and a team of therapists is now available to provide individual, confidential support to any staff members in need. In the International unit, health and safety training takes place during the onboarding phase and throughout the year with content uploaded to the Learning Management System (LMS), to keep workers constantly up-to-date on evolving laws and regulations. In 2022 all of these activities were flanked by the Group's **"Wellbeing Podcast Series,"** which won the annual FAB ESG award in the category Best Health & Wellbeing in the Workplace: available on Spotify, the podcast discussed topics such as emotional flexibility, stress management, and awareness.

In North America, every store has a **Safety Team** in charge of fostering a culture of safety; its members, who are both managers and front-line personnel, implement safety programs, facilitate training, and use audits and other measures to map the most frequent causes of injuries. Every month, the Safety Team members are encouraged to participate in projects designed to identify any vulnerabilities within their units and take the most appropriate mitigation measures. The team's objective is to promote health and safety best practices by carrying out safety programs, training activities, and monthly audits to reinforce the monitoring and prevention of accidents and injuries in the workplace.

### Life Works: ensuring 360° wellbeing

In 2022 the partnership with Life Works was renewed for a second year. This is a confidential, inclusive personnel counseling program that provides support 24 hours a day, 7 days a week, and 365 days a year, through a phone line and an online platform, in order to:

1. Connect users to benefits and events through the newsfeed;
2. Provide access to a wealth of online resources and information in support of the individual's mental, physical, social, and financial wellness;
3. Guide people to professional counselors and specialists, for advice any time, on any job-related or personal problem;
4. Let people speak safely and confidentially with mental health counselors or other specialists such as financial and legal professionals.

**INJURY RATES**

| | 2022 | | | |
|---|---|---|---|---|
| | North America | Europe | International | Total |
| Workplace injuries (no.) | 643 | 538 | 349 | **1,530** |
| Injury rate | 24.5 | 30.1 | 33.3 | **28.0** |
| Serious injury rate | 0.3 | 0.0 | 0.0 | **0.1** |
| Death rate | 0.00 | 0.00 | 0.00 | **0.00** |

Injury and death rates include workplace incidents only (not commuting accidents).
**Injury rate:** [(total number of injuries + total number of deaths)/total hours worked] x 1,000,000
**Serious injury rate:** (total number of serious injuries/total hours worked) x 1,000,000
**Death rate:** (total number of deaths/total hours worked) x 1,000,000

Injury numbers and injury rates in 2022 reflect the increase in staffing at stores and increased level of activity. During the year there were 1,530 workplace injuries, a increase compared to 2021, with a minimal serious injury rate.

## FAIR LABOR PRACTICES AND PROTECTION OF HUMAN RIGHTS

Autogrill acknowledges its role and responsibilities in fostering human rights. Guided by the standards enshrined in its Code of Ethics and Sustainability Policy, Autogrill promotes a responsible business model, in which principles like dignity and mutual respect underpin all of the Group's activities along the chain of value.

Autogrill's approach is inspired by the most prominent international standards, such as:
- the eight fundamental conventions of the **International Labour Organization (ILO)**
- the **International Charter of Human Rights**
- the **OECD Guidelines** for multinational enterprises
- the **United Nations Universal Declaration of Human Rights** and the **European Convention on Human Rights**
- the 10 principles of the **United Nations Global Compact**, which Autogrill joined in 2022.

The rejection of any form of worker exploitation or forced labor, human trafficking or exploitation, and abuse or psychological or physical coercion of the people with whom Autogrill interacts is an essential prerequisite for doing business.

In the countries where it operates, the Group complies with laws and collective labor contracts regarding working hours, vacation, and leisure time, paying the required compensation in case of overtime or atypical hours such as night shifts and holidays. In Italy, all store managers received specific training in 2022 to deepen their understanding of these issues. Additionally, Autogrill protects the right to freedom of association and collective bargaining, recognizing the paramount importance of these freedoms, in accordance with national laws governing collective contracts, individual bargaining and freedom of association. This commitment to transparency translates on various levels to the management of national collective bargaining, collective contracts by company and/or location, and individually negotiated agreements.

Over the years the Group has fostered open dialogue with the labor unions in the various countries served, with a view to finding the best solutions to reconcile its needs with those of its people. Regardless of the type of contract in place, the Group ensures a fully transparent working relationship and protection of workers' rights in every country where it does business.

When it needs to make organizational changes, Autogrill complies with all provisions of local laws and collective contracts by informing the unions and involving them, where applicable, in talks; the minimum notice period in case of organizational changes varies from one to sixteen weeks depending on national and local laws.

Labor relations and talks follow the highest standards of transparency, collaboration, and fair dealing, in strict accordance with the law, and promote constructive, open dialogue with a view to maintaining a good working climate thanks to the continuous involvement of workers' representatives. Again in 2022, in the countries where trade unions are present, they were constantly involved in discussions and kept up-to-date, including through the mediation of workers' representatives, on health and safety standards and protocols, management of the workforce, any use of government relief programs, talent retention measures, and any necessary organizational changes. In Italy, for example, this approach took the form of more than 200 meetings with labor unions in 2022, during which Autogrill's interest in constructive negotiations led to some 37 signed agreements covering the entire workforce.

| | 2022 | | | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|---|---|---|
| | North America | Europe | International | North America | Europe | International | North America | Europe | International |
| Associates covered by collective bargaining[37] | 73% Canada 58% United States | 95% | 62% | 71% Canada 55% United States | 99% | 70% | 70% Canada 42% United States | 86% | 72% |

2020 and 2021 data have been reviewed as a consequence of the data collection process improvement.

### Modern Slavery Statement

In support of strong human rights protections along the entire value chain, HMSHost UK has defined a human rights policy and published a *Modern Slavery Statement*. With this document, drawn up in accordance with Section 54(1) of the 2015 Modern Slavery Act, the company declares its supply chain to be slavery-free and condemns all forms of slavery and human trafficking.

Supplier relations are managed by a central team and governed by the Group's global policies. In particular, the Supplier Code of Conduct establishes respect for human rights as a fundamental condition for Autogrill's partners.

Because supply chains are the most complex areas of the business, the Group continues to take action to mitigate the risk of modern slavery and build transparent relationships with its suppliers through effective team training exercises.

37 The figure, which is partly the result of estimates based on the previous year, refers to the countries in which the Group's associates are covered by collective bargaining agreements, excluding various companies in the International area as well as Le CroBag GmbH.

## DIVERSITY, EQUAL OPPORTUNITIES & INCLUSION

***"We strive to foster a working environment that prizes diversity, equity, and inclusiveness at all levels of the Group"***

Autogrill believes that people are its most precious asset: with locations in 30 countries around the world, the Group represents a multicultural, pluralistic force where diversity is a strength and an added value for the entire organization.

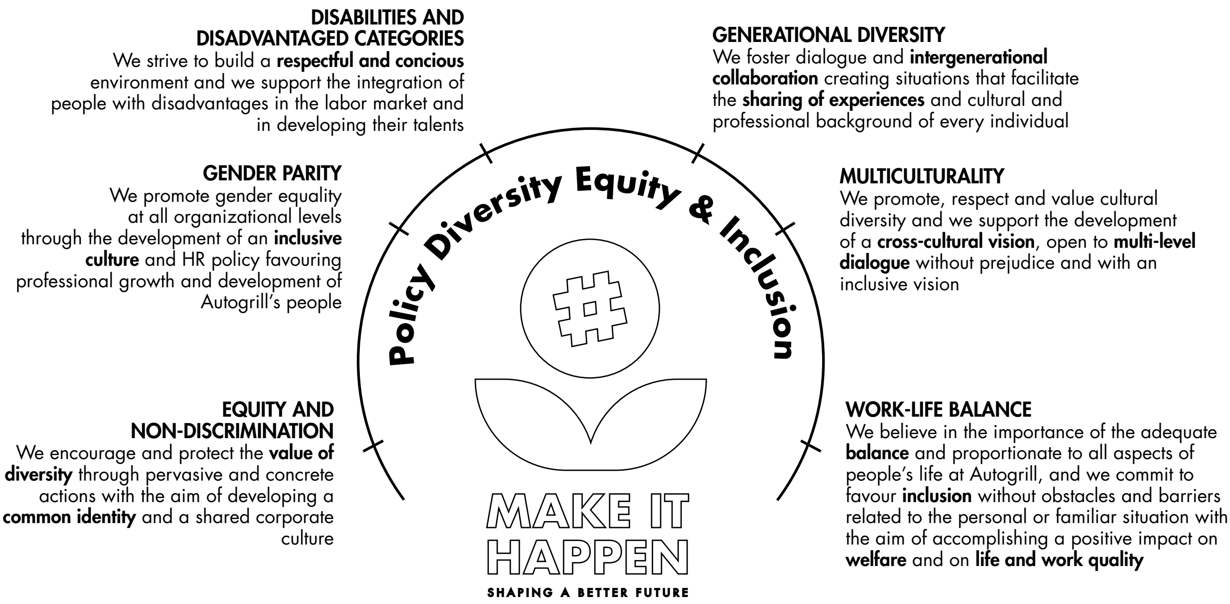
In each country where it operates, Autogrill respects the individuality and dignity of every person and firmly believes in valuing diversity without distinctions based on gender, age, ethnicity, religion, sexual orientation, or other aspects that may lead to discrimination.

As defined in the Group's policy documents like the **Code of Ethics** and the **Diversity, Equity & Inclusion Policy**, in keeping with the highest standards of the United Nations, the International Labour Organization (ILO), and other internationally recognized authorities, Autogrill is committed to ensuring respect for diversity and equal opportunity and to preventing all forms of discrimination at every stage of the employment relationship: from recruitment and selection to remuneration policies, growth opportunities, and the eventual parting of ways.

**We are Making It Happen!**

As indicated in the strategic roadmap Make It Happen, in 2022 each of the Group's business units held **unconscious bias** training to promote the awareness of bias and foster inclusive behaviors on the job. In North America, over 2,200 store managers took part in the training course in 2022, equal to 100% of eligible participants, while in Italy all network operators and head office managers were initially involved, for a total of over 2,300 people.

In addition, in various countries during the year, initiatives were organized to favor the hiring of disabled and disadvantaged people, inmates, and refugees; thanks to the collaboration with the Cometa association in Italy and with Adecco Group in France, for example, a number of **Ukrainian refugees** became part of the Autogrill team.



In an ongoing effort to encourage inclusion and a sense of individual and collective responsibility, the Group equips its workers with platforms to report to the **Ethics Committee** any conduct inconsistent with the **Code of Ethics**, and also to reward virtuous behavior, while ensuring the full confidentiality of information and the privacy of individuals in accordance with the Group's whistleblowing policy.

One of these platforms, **Open Line,** is a tool for company-personnel dialogue that is up and running in the main European countries and in 18 International countries[38], to which it has been extended further to the implementation of the new **Speak Up Policy** thanks to a dedicated section within the internal communication tool Be Connected. With Open Line, workers can make confidential, completely anonymous complaints using a secure online platform that protects and encourages whistleblowing[39]. Complaints of discrimination received during the year were treated with the utmost attention and handled promptly. Guaranteeing the whistleblowers' full confidentiality, discussions were held with the interested parties in order to communicate and quickly adopt the appropriate corrective measures. All incidents of which the Group is aware were suitably resolved and led to no further action.

To actively promote a welcoming, inclusive working environment that values diversity, in 2021 Autogrill developed the **Diversity, Equity & Inclusion Policy** that was extended to all business units in 2022. The policy sets out norms, guidelines, and commitments for creating an organization that is increasingly intent on treating differences with respect and appreciation. It addresses disabilities and disadvantaged categories, gender parity, equal opportunity and non-discrimination, generational diversity, multiculturalism, and the work-life balance. With 2022 representing a fresh start for Autogrill after the pandemic, several new initiatives across all business units were focused on spreading a culture of diversity, through training activities and the development of inclusive leadership models.

38 Open Line is currently available in Europe in Italy, France, Switzerland, Belgium, Germany and Greece and in Denmark, India, Indonesia, Finland, Maldives, Netherlands, Norway, Sweden, Turkey, UK, Australia, Malaysia, New Zealand, Qatar, United Arab Emirates and France Calais for the Business Unit International. In China and in Vietnam there is a different management system based on local restrictions; complaints are received by the same Ethic Commitee for which the Open Line platform is available. A different whistleblowing platform is used in North America; while it is based on another system, has similar functions and objective of Open Line and is aligned with the Group's Policy.

39 The term "whistleblowing" is defined as a civic act by which the whistleblower, meaning the person who reports to the proper authorities violations or irregularities that do harm to the public good, helps reveal and prevent situations that are prejudicial to his or her organization and by extension to the collective public interest. All measures are taken to guarantee good-faith whistleblowers protection from all forms of retaliation, and in any case to ensure the whistleblower's confidentiality, save for legal obligations and the rights of the Company and of people erroneously or falsely accused.

**Diversity, Equity, Civility and Inclusion Council in North America**

Back in 2021, Autogrill in North America worked hard to reinforce a culture of inclusion and diversity within and outside the Company. To that end, it set up the **DEC&I Council** to reinforce the awareness and understanding of diversity, equity, civility, and inclusion at all levels of the organization.

The DEC&I Council itself represents diversity: its members have been selected from different levels of leadership, ethnicities, genders, generational backgrounds, and life experiences, to stimulate shared dialogue and growth thanks to their different spheres of knowledge and expertise.

The Council's activities include participating in the e-learning program Building Awareness of a Diverse, Equitable and Inclusive Workplace, which aims to spread best business practices on these topics; promoting the training course Select a Winning Team, to educate managers in inclusive hiring and onboarding; and publicizing the Unconscious Bias course, attended by more than 2,200 stores managers during the year. The Council is also a place for discussion and brainstorming, with the goal of generating fresh ideas and creating new projects hinging on the diversity and inclusion theme.

**In 2022** the Council published a **DEC&I Commitment Statement,** to reinforce its dedication to building an environment of awareness and sensitivity to issues of inclusiveness.

In 2022 there was a special focus on unconscious bias, the "mental shortcuts" the human brain takes when seeking quick solutions. Such bias can lead to unconscious discrimination, for example when interacting with supervisors and coworkers, or when hiring or appraising performance.

At all business units, **unconscious bias training** was implemented to increase people's awareness of these mechanisms and how they can affect thinking and judgment, with possible ramifications in the workplace. In North America, over 2,200 store managers took part in the training course in 2022, equal to 100% of eligible participants. In Italy, during 2022 the course was developed in collaboration with **Valore D** and attended by all store personnel and HQ executives, for a total of more than 2,300 people, with different programs: senior management took an eight-hour classroom course, mostly theoretical but with practical examples and case studies, while store personnel logged onto MyAcademy for more game-like, experiential modules on unconscious bias focused on everyday activities and interactions with customers and coworkers. In 2023, Autogrill Italy plans to extend the course to all other headquarters personnel. In the International unit, unconscious bias modules are part of both manager training and basic training plans for all personnel, focused on effective communication and inclusiveness in the workplace. In North America, the course on unconscious bias is now part of the training path for store managers and area managers, and was attended by more than 2,200 people in 2022.

Also in North America, the **Selecting a Winning Team** course was offered again this year, to help managers make unbiased, better-informed recruiting decisions. Thanks to the interviewing techniques taught in this course, HMSHost has already noticed an increase in the number of female and diverse-category candidates reaching the final phases of the selection process, as well as a higher number of women and BIPOC (Black, Indigenous, and People of Color) professionals in management positions.

### Valore D

Since 2012 Autogrill Italy has been a member of **"Valore D,"** an Italian association of large firms dedicated to supporting women in leadership roles. Valore D promotes a new cultural paradigm in which women are full participants in the economic and social life of the country. Through Valore D, many women employed at Autogrill's headquarters in 2022 have attended seminars and conferences and taken away important knowledge and tools for their professional growth.

In addition to unconscious bias training, in 2022 Autogrill Italy introduced a **course on sexual harassment** with an eye to preventing and (if necessary) to handling any episodes of gender violence, harassment, and sexual assault in the workplace. Starting with the legal landscape, the course explained existing and newer laws enforcing the principle of equal opportunity and equal treatment of men and women when it comes to jobs and employment. The modules were mandatory for all personnel. In North America as well, a course was held on the prevention of harassment and discrimination.

In 2022 Autogrill began to hold several **awareness-raising campaigns and volunteer days at all business units,** to promote diversity and inclusion with an emphasis on female empowerment, the inclusion of local minorities, and support for vulnerable categories. Through partnerships with local NGOs and nonprofits, Autogrill was also able to offer jobs to people with limited access to employment and difficulties in joining the workplace.

During the year the Group held **43 recruitment campaigns** for the hiring of categories with limited access to employment. In Italy, in collaboration with Fondazione Adecco, the project **"Riparto da me"** was launched in 2022 and led to the hiring of 10 inmates of the Bollate prison (near Milan) with daily work authorizations. Through a partnership with an Albanian school, during the year Autogrill was able to present more than 100 young talents with a personalized job offer, including on-site training, room and board for the summer season, and further opportunities for work.

Regarding the inclusion of people with disabilities, in Italy a webinar was offered in 2022 for the training of disability liaison managers, tasked specifically with helping to ease people with autism into the workplace. A program was also launched for the hiring of differently abled coworkers at stores, and partnerships were renewed with various organizations including **Coordown,** which operates on behalf of people with Down syndrome.

The employment of people with disabilities was also pursued via programs elsewhere in the European Business Unit, such as the agreement with the **"Job à coeur"** association in France to facilitate the employment of vulnerable categories like single mothers and disabled workers. Similarly, in various countries of the International Business Unit, the Group worked with NGOs to employ people with disabilities and those enrolled in rehiring and job conversion programs. In the United Kingdom, a partnership was set up with an association that managed to obtain working visas for 20 cooks recruited from the Middle East and Far East.

In addition to job opportunities, all of the Group's business units made efforts to help people in disadvantaged categories enhance their qualifications through webinars, internships, and training sessions given by specialized professionals. In the United States, for example, there is an ongoing partnership with the **Special School District** of the city of St. Louis to provide coaches to disabled students aged 16-18 so they can improve their professional skills.

### Diversity & Inclusion: hiring and training initiatives

For over three years, Autogrill has worked in Italy with **Auticon** (an IT consulting firm staffed entirely by adults with autism) through the production of webinars designed to help people whose disabilities make it difficult for them to realize their potential, by boosting awareness of their own capabilities and offering real opportunities for employment.

In **France**, in 2022 Autogrill formed a partnership with **Adecco Group** to help Ukrainian refugees enter the workforce, as a concrete gesture in favor of their integration within the country. A similar initiative took place in **Italy** through **Cometa**, which assists and provides training to socially disadvantaged youths: six Ukrainian refugees were trained and hired at Autogrill's stores at Central Station in Milan. Various countries in the International area also partnered with local associations to facilitate the hiring of refugees from Afghanistan, Ukraine, and other places.

In **North America** several hiring and training programs were rolled out during the year, including one at the Oahu and Maui campuses of the Hawaii Job Corps Center, where a 120-hour course provided students with the skills and qualifications needed to work in the food & beverage industry.

In **India**, to promote inclusiveness and ensure equal opportunities to candidates from every income bracket, in 2022 Autogrill hired personnel from associations such as the:

- **Pratham Institute for Literacy, Education and Vocational Training:** one of India's largest NGOs whose mission is to improve the quality of education by fostering high-quality, low-cost, replicable interventions. Designed for students who have dropped out of school or completed a formal education only, the initiative aims to furnish the occupational skills needed to satisfy the country's growing need for qualified labor. Since the partnership began in 2013, Autogrill has hired 75 students;
- **O2 Group - DeenDayal Upadhyaya Grameen Kaushalya Yojana:** part of the National Rural Livelihood Mission (NRLM), DDU-GKY has a dual goal of increasing poor families' livelihoods and helping 15- to 35-year-olds from rural areas meet their career aspirations. More than 50 students from the O2 Group, a partner of DDU-GKY, have been recruited by Autogrill under this project;
- **GMR Varalakshmi Centre for Empowerment and Livelihoods:** this organization offers everyone who has successfully completed a trainee program a full year of services to help them define their personal and professional paths, with a view to better integrating vulnerable communities. Since Autogrill's partnership in India with GMRVCEL began in 2019, more than 30 students have been hired.

With regard to gender diversity, women make up the majority of Autogrill's workforce. At 60% of all personnel (in line with 2021), female representation is high in all geographical regions and all professional categories.

### BREAKDOWN OF THE WORKFORCE

| Offices | North America 2022 | Europe 2022 | International 2022 | Total 2022 |
|---|---|---|---|---|
| **Top managers** | **14** | **34** | **37** | **85** |
| Women | 29% | 24% | 30% | 27% |
| Men | 71% | 76% | 70% | 73% |
| **Senior managers** | **76** | **59** | **37** | **172** |
| Women | 34% | 36% | 32% | 34% |
| Men | 66% | 64% | 68% | 66% |
| **Managers** | **124** | **146** | **122** | **392** |
| Women | 48% | 58% | 48% | 51% |
| Men | 52% | 42% | 52% | 49% |
| **White collar** | **161** | **339** | **313** | **813** |
| Women | 61% | 61% | 56% | 59% |
| Men | 39% | 39% | 44% | 41% |

| Stores | North America 2022 | Europe 2022 | International 2022 | Total 2022 |
|---|---|---|---|---|
| **Area managers** | **145** | **50** | **65** | **260** |
| Women | 37% | 22% | 15% | 28% |
| Men | 63% | 78% | 85% | 72% |
| **Store managers** | **833** | **448** | **234** | **1,515** |
| Women | 54% | 42% | 41% | 49% |
| Men | 46% | 58% | 59% | 51% |
| **Assistant store managers** | **347** | **583** | **279** | **1,209** |
| Women | 39% | 57% | 39% | 48% |
| Men | 61% | 43% | 61% | 52% |
| **Unit heads** | **1,841** | **1,716** | **1,260** | **4,817** |
| Women | 66% | 61% | 50% | 60% |
| Men | 34% | 39% | 50% | 40% |
| **General staff** | **19,284** | **11,109** | **6,242** | **36,635** |
| Women | 63% | 65% | 48% | 61% |
| Men | 37% | 35% | 52% | 39% |

In accordance with the law, the Group employed 461 people in protected categories[40].

## SUPPORT FOR LOCAL COMMUNITIES

Thanks to its business model featuring an extensive network of stores, over the years Autogrill has become deeply rooted in the communities it serves, including through the development of direct relationships with local institutions. The Group acknowledges its responsibility to support the local communities where it works by providing resources and expertise for the development of various projects. In 2022, contributions from all of Autogrill's business units went to **more than 100 activities** in support of people in need, through donations to local charities in the form of cash, clothing, meals, and food.

In the International unit, for example, after Russia invaded Ukraine, Autogrill helped support Ukrainian refugees through a **Help Center** in **Sweden** managed in collaboration with the church and the Swedish **Red Cross**, to distribute food donated by Autogrill locations and suppliers. In **Turkey**, through a partnership with the **Spinal Cord Paralytics Association of Turkey** we were able to buy wheelchairs for disabled people by collecting and recycling the plastic caps of PET bottles sold at our stores. In **Vietnam**, volunteer projects were arranged in a partnership with **"Helping Hands"** to assist the disabled, bring food and toys to orphanages, and clean up trash from beaches.

40 For North America, information about associates belonging to protected categories is not available due to local privacy regulations.

One of many initiatives organized in Italy in 2022 was a T-shirt sale to support the children's nonprofit **Emergenza Sorrisi**; to raise awareness and get personnel involved in this fundraiser, Autogrill organized the "Cheese Cup," a foosball (table soccer) tournament and purchased an Emergenza Sorrisi T-shirt for every participant. But Autogrill's support for local communities goes beyond donations. In Italy we work with **Cometa,** which since 2020 has provided support and training to young people living in difficult social conditions. In collaboration with Cometa's social cooperative **Contrada degli Artigiani,** which had previously been instrumental in rebuilding the Villoresi Ovest location, in 2022 an artwork was installed at the **food court of Linate Airport** where Autogrill serves travelers. The piece, created by kids from the social cooperative under the guidance of master crafstpeople, is a wall sculpture made of brass and backlit fragments of glass that represent luminous "gemstones" and recall the Gothic spires over Piazza Duomo, symbol of the city of Milan.

In Italy this year, Autogrill and the Umberto Veronesi Foundation held **"La macedonia per la ricerca,"** a fundraising drive to sponsor medical research. From 1 to 31 July, for every 200-gram container of fruit salad purchased at any store in Italy, Autogrill donated a portion of the proceeds to the Foundation to help fund research in nutrigenomics, a science studying the relationship between the human genome and nutrition that aims to reduce the incidence of cancers and chronic cardiovascular and cerebrovascular diseases. In addition to giving concrete support to research, with this initiative Autogrill hoped to raise consumers' awareness of the importance of a balanced diet and healthy lifestyle.

### Support for Fondazione Humanitas

For years Autogrill Italia has sponsored medical and scientific research through awareness campaigns and fundraisers on behalf of "Fondazione Humanitas per la ricerca", a nonprofit involved in the treatment of oncological, cardiovascular, neurological, and autoimmune diseases. In 2022 a total of 200 Autogrill locations raised funds for AYA (Adolescents and Young Adults), the Humanitas Cancer Center's clinical, psychosocial, and research program for cancer patients aged 16 to 39. In addition, as title sponsor of "Expo per lo Sport 2022," an event promoting sports and healthy lifestyles in kids under 14, Autogrill supported workshops and hands-on activities for education in physical and psychological health organized by specialists from Humanitas San Pio X and Humanitas Medical Care. During the event, physiotherapists, nutritionists, and educational neuropsychologists from Humanitas Medical Care created interactive moments for young children and teens to help them choose the most suitable sport, develop good posture, and learn useful facts about what to eat before and after physical activity.

### The water pledge of HMSHost International and Made Blue

Since 2014 HMSHost International has served as ambassador of the Made Blue program in collaboration with Made Blue Foundation: a fund-raising initiative based on the Company's water footprint. The funds raised help finance projects to ensure safe drinking water in countries where it is difficult to access. For every drink purchased at an Autogrill Group store at Amsterdam airport, Made Blue donates the equivalent of 4 liters of drinking water, for a total of 160 million liters per year. The project is currently active in Vietnam and Indonesia, and since 2022 in India.

Over the past year the Group has helped create initiatives to raise awareness in the local community of how we can fight debilitating diseases like cancer through prevention and research. In **North America,** for instance, Autogrill designated **"Pink Days"** in the month of October, when workers are encouraged to wear shirts, uniforms, pins, and other accessories provided by the company in support of breast cancer awareness.

In North America in 2022 the Group also formed several partnerships to support local communities, in addition to the initiatives developed through **HMSHost Foundation**. In this region Autogrill has long worked with the **Food Donation Connection**, passing on food surpluses to local social service associations who care for the needy. Other actions include the donation of more than 200 foods and nearly 180 pounds of non-perishable goods to the **MANNA Food Center**, and support for the local communities surrounding the more than 80 North American airports and downtown locations where the Group does business through periodic food donations and clothing drives. Autogrill continues to work with **Habitat for Humanity**, the nonprofit that helps disadvantaged people and communities build or rebuild homes: in 2022 staff members volunteered their time to help demolish and reconstruct a house for a family in Maryland, and to honor Veterans Day, built playhouses for veterans' families. HMSHost coordinated a volunteer day in support of **A Wider Circle**, whose mission is to end poverty by promoting stable housing, boosting employment, and revitalizing neighborhoods; volunteers helped organize and move sofas, tables, chairs, beds, rugs, and much more to furnish the homes of 10 families living in poverty.

### HMSHost Foundation

Through HMSHost Foundation, the charity arm of Autogrill's North American business unit, the Group helps local communities by donating money to mission-aligned nonprofit organizations providing food, housing, and veterans services and by supporting the growth and education of the workforce to combat poverty and improve the prosperity of the communities served, mainly by helping the younger generations find employment. HMSHost Foundation directs its efforts on the basis of five pillars:

- Relieve hunger and promote nutritional wellness through food-related initiatives;
- Relieve homelessness through access to safe housing, furnishings, clothing, and stable employment;
- Encourage the next generation through access to education and training;
- Promote financial stability through training and job placement;
- Honor veterans and their families by supporting programs that meet their needs for food, shelter, medical care, and job training and placement.

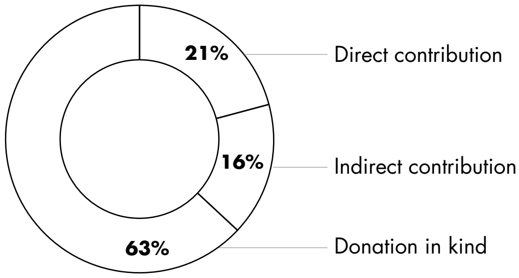
In 2022, HMSHost Foundation donated 405,000 US dollars to poverty-fighting organizations.

### HMSHost Cares

Another important initiative is HMSHost Cares, a giving fund that provides financial support to HMSHost associates in the event of natural disasters, death of the employee or a family member, or personal difficulties of various kinds. Though it is a corporate program partially administered by HMSHost Foundation, it does not qualify either as an employee benefit or as one of the Foundation's own initiatives. HMSHost Cares is financed chiefly by HMSHost associates themselves, who contribute as a way to help coworkers through difficult times.

In 2022, HMSHost Cares donated around 20,000 US dollars to more than 30 members suffering the impact of Hurricane Ian.

## GROUP DONATIONS BY TYPE




In 2021 the Group's donations totaled some €2.3 million (21% direct, 16% indirect and 63% in kind). Most of them consisted of food donated through partnerships with local and national food banks, primarily in North America and Italy.

## CUSTOMER EXPERIENCE

***"Our goal is to provide travelers around the world with the best possible experience, by listening to their needs and constantly improving our product assortments and services"***

Customer satisfaction is a fundamental goal that Autogrill pursues by coming up with new menu concepts, products, and services born from dialogue and from the structured analysis of consumers' needs and expectations. By constantly observing the attitudes and behaviors of travelers, both domestic and international, Autogrill is able to stay ahead of evolving tastes and needs and to intercept food & beverage trends, which it turns into real innovations for consumers traveling by air, road, or rail.

**We are Making It Happen!**

As confirmation of the Group's renewed focus on listening to its customers' needs, in 2022 it resumed the **Feel Good** customer experience survey, after a two-year pause due to the pandemic. The purpose of the survey is to put a finger on how travel habits are changing in the different channels and to analyze attitudes, tendencies, and needs in order to improve our offerings and make them as attractive as possible to consumers.

Of special significance in 2022 was the increased used of digital channels to capture the customer voice, such as **Google My Business** in Italy and France and **HGem** in the United Kingdom, which allow the constant monitoring of real-time consumer feedback.

Customer feedback and dialogue take place at different levels of the business, using a variety of channels and tools. At the Group level, in 2022 the customer experience - **Feel Good** survey was resumed after a two-year pause because of the pandemic. This quantitative survey is given quarterly to more than 30,000 customers in eight countries (Italy, France, Belgium, Switzerland, the Netherlands, the United Kingdom, Germany, and the United States) across the three travel channels (motorways, airports, stations). Feel Good is fundamental for hearing what customers have to say in a structured, statistically representative manner in the main countries served by Autogrill. Consumers who take the survey are asked not only for an overall rating of their experience, but for detailed opinions on aspects like menu items, personal service, store tidiness and cleanliness, level of digitalization, brand image, and perceived sustainability profile.

## FEEL GOOD 2022

### Consumer engagement 2022: emerging trends in on-the-go purchasing behaviors

"Younger travelers, more attentive and aware, who increasingly choose where to stop and what food and drinks to buy based on quality and ethical considerations as well as practical needs. Who assign growing importance to brand and product sustainability when making their choices".

This is the image of the consumer on the move that emerges from 2022's first two waves (March-June and July-September) of the **Feel Good** customer experience program, conducted by Autogrill in collaboration with **NielsenIQ** in the United States, Italy, France, Germany, Belgium, Holland, England, and Switzerland. In addition to monitoring customers' satisfaction with the Group's brands over time, Feel Good aims to capture key changes in travelers' profiles across the different channels and to analyze their attitudes, preferences, and needs in a context of active dialogue and structured engagement. The first two waves carried out in 2022 suggest some sociodemographic and behavioral trends in consumers' purchasing habits in the three travel channels:

- **Millennials and Gen Z are fueling the upsurge in travel across all channels.*** In 2022, it was the younger generations who traveled most often. Millennials traveled more in airports (+9%) and on motorways (+7%), while Gen Z, for both budget and sustainability reasons, tended to favor train stations (+32%);
- **The younger the traveler, the more they expect a varied assortment and healthy alternatives, especially at airports.** The availability of food and drink that meets their dietary needs and preferences is a determining factor for consumers, more at airports (47%) and stations (46%) than on motorways (26%), where expectations for a diverse assortment are more limited;
- **About half of all consumers tend to choose foods and beverages that suit their typical diets.** Fresh ingredients and foods low in sugar and fat are among travelers' top priorities, especially at airports (66%), and most notably in Belgium and Holland;
- **Sustainability is an increasingly important factor when choosing what to buy.** 60% of travelers are more likely to buy foods and beverages from brands committed to sustainability. This is significantly higher (+20%) than reported in the 2021 "Next Normal in Travel" survey, particularly at airports (67%) and in Italy and Belgium;
- **Food quality and safety is in first place among the top five sustainability initiatives to which travelers pay attention.** Second place goes to reducing food waste and maintaining excellent hygiene and safety standards at stores. After that come plastic-free packaging and the use of organic, seasonal, and locally sourced ingredients.

* Millennials were defined as respondents aged 26 to 41, and Gen Z as respondents from 18 to 25.

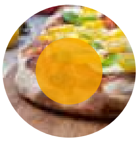
In addition to monitoring customer satisfaction over time, the results of the Feel Good survey highlight any gaps and areas for improvement, allowing Autogrill to plan remedies and innovations at the Group and local level.

At the local level, in all countries served, the Group has formed specific local customer care departments to collect feedback and handle any customer complaints. In France and in Italy, the customer voice was emphasized in 2022 through the use of services like **Google My Business** to monitor reviews left by consumers on store pages. This reflects a growing focus on hearing the opinions expressed by customers on social media, and on making them feel heard and considered through direct replies to their comments and complaints on these platforms. In the United Kingdom, customer satisfaction is monitored through **HGem**, which gathers feedback on the consumer experience and identifies areas for improvement.

Positioned on the front line of customer interaction, store personnel are key to letting the Group provide the experience consumers expect. For this reason, the Group listens carefully not only to customers but to the people who serve them, as their first-hand contact with consumers is a precious source of suggestions for ever better service. Special training courses have been designed to help store personnel learn to handle any predicaments that might arise, by taking quick action to “recover” the customer and resolve any complaints on-site. In the International business unit, for example, if a traveler turns to the customer service call center while still on the premises, the call is transferred directly to the store manager so the situation can be managed promptly, and in general all complaints are handled within 48 hours.

# WE OFFER SUSTAINABLE FOOD EXPERIENCES

The second pillar of the **Make It Happen** strategy concerns the experiences customers have at our stores, and reflects the Group's commitment to offering an ever wider array of healthy, safe, high-quality products from controlled, sustainable supply chains and to developing its own concepts portfolio with new brands that satisfy people's increasing preference for conscious consumption.



## Material topics

- Food quality & safety
- Product choice, nutrition & transparency
- Responsible sourcing
- Innovation

## Our priority SDGs

## Our commitment

**98% sustainable coffee** sourced for proprietary brands by the **end of 2025**

## Highlights 2022

| | |
|---|---|
| **Plant-based** | Richer plant-based products proposals in all Group Business Units |
| **100%** | Cage-free eggs in Italy, Germany, Le CroBag and the Netherlands |
| **10+** | Concepts developed considering the sustainability of the proposal, and the offering of healthy and vegetarian products |
| **100%** | of the point of sales in Italy, France, the Netherlands and North America were audited |
| **Supplier Code of Conduct** | Definition of the Supplier Code of Conduct to guarantee ESG standards and regulations shared by all the suppliers of the value chain |

## FOOD QUALITY & SAFETY

***"We offer the highest standards of food quality and safety at every store"***

Autogrill's most important responsibility is to guarantee, day after day, the safety and quality of what it serves, from raw materials to the finished product. For this reason the Group selects high-quality ingredients and follows strict hygiene and food safety standards during the preparation process, while ensuring compliance with all local and international regulations.

For Autogrill, offering foods that meet the highest standards of quality and safety means having firm control of the **production chain**, starting with the **quality and integrity of ingredients.** All food is prepared under strict hygiene and sanitary conditions, which are periodically audited and taught to workers through frequent training and awareness programs.

### We are Making It Happen!

Thanks to momentum from the Make It Happen strategy, in 2022 the Group began to **upgrade its system for collecting data on the internal and external audits** that are periodically conducted at stores in order to keep food quality and safety at the highest levels. Monitoring these results is already a strength and an integral part of the management system the Group has implemented in different countries, and it plans to work with this data ever more closely. In 2022, 100% of the locations in Italy and North America were audited, as well as 100% of the concepts in France and the Netherlands.

In Italy, **the AEA21 Food Quality and General Quality Standard** in effect at all stores has been updated and the areas subject to audit have been expanded. In Germany, stores are inspected twice a year by a certified independent third party. In North America, third-party audits likewise take place twice a year.

The quality and safety of products served are guaranteed by an expansive, tightly structured **management system** that begins with the supplier selection process and is based on values and objectives shared by the Group and its trading partners. Before doing business with Autogrill, all suppliers go through a pre-approval process to test their level of compliance with the Group's food quality and safety standards. The process includes microbiological, content and chemical/physical analyses along the entire supply chain, which are evaluated from a risk assessment perspective. Once they become Autogrill suppliers, they are periodically screened by way of questionnaires, direct or indirect information gathering, spot checks, and audits. Also, as a brand licensee, the Group itself is subject to audits by its brand partners and landlords.

In addition to these assessment procedures is a self-screening program falling within the management system used in the various countries, i.e. a set of centrally coordinated procedures carried out on-site to ensure compliance with all hygiene and sanitary standards. The results of **HACCP**[41] or similar audits at individual locations count towards the MBO[42] system followed for store managers. In Italy, since 2021 Autogrill has followed the **new AEA21 Food Quality and General Quality Standard** for stores, which defines the rules and policies to be followed to ensure maximum food quality and safety; in 2022 some of the requirements of the standard were updated, broadening the areas subject to audit.

41 HACCP: Hazard Analysis and Critical Control Points.
42 MBO: Management by Objectives.

Always striving for improvement, the Group has adopted various safeguards and concrete actions to maintain the highest levels of food quality and safety, including specific training activities for personnel. These address food safety standards and HACCP processes and also involve numerous food safety courses in the various business units, both classroom-taught and online. Frequent audits are carried out to check compliance with quality and safety standards at stores in the different regions; in 2022, 100% of the Group's stores in Italy, France, the Netherlands and North America were audited.

In some countries, internal monitoring is paralleled by audits conducted by third parties and qualified personnel: in the Netherlands, for example, internal and externally managed unannounced audits are conducted on all provisions arriving at the points of sale. Stores are also required to complete a daily food safety form, including temperature checks for specific products at different times of day and making sure foods are properly stored and labelled.

In Germany, stores are inspected twice a year by a certified independent third party. If the audit score is below 85%, the store is not certified and has to undergo a new audit in the following months. In North America as well, third-party audits take place twice a year, following criteria that address quality, temperature, and product rotation. In 2022 North America set a minimum passing score of 90% for food quality and safety audits, requiring specific corrective measures and rehabilitation plans for stores that fail. The audit outcomes are recorded in a database so the Group can trace results and quickly pinpoint areas for improvement.

In every country served, then, Autogrill has defined protocols that take account of local regulations and organizational specifics so it can guarantee product quality and safety. The Group makes constant efforts to trace, analyze, and resolve any incidents concerning food safety or quality. The causes and circumstances of any such incident are investigated in detail, and if necessary, reported to the supplier. The process is generally handled by the Quality Manager, who conducts an internal audit to understand the extent and nature of the incident, and writes up a report to share with all parties involved in order to determine any corrective measures.

## PRINCIPAL CERTIFICATIONS

The Group views the certifications it has obtained as proof of its successful business models and as encouragement to strive for constant improvement.

| Certification | Applies to: |
|---|---|
| ISO 9001:2015 on Quality Management Systems | Italy: Autogrill Italia S.p.A. and Nuova Sidap<br>Australia, Austria, Malaysia: selected stores |
| ISO 22000 on Food Safety Management | Italy: Autogrill Italia S.p.A<br>Greece: Autogrill Hellas EPE<br>India: Hyderabad airport<br>Malaysia: selected stores |
| ISO 9001:2015 (provision of technical project management services) | Italy: Autogrill Italia S.p.A.<br>Austria: selected stores |
| ISO 450001 | Italy: Autogrill Italia S.p.A. – HQ and airport locations<br>Austria: selected stores |
| Halal certification from MUI (Majelis Ulama Indonesia) | Indonesia: selected stores in Jakarta and Bali<br>India: stores at Bangalore, Delhi and Hyderabad airports<br>Malaysia, China: selected stores |
| Diverse Food Safety program | Holland: Schiphol airport and Netherlands<br>Austria, Norway: selected stores |
| FSSAI (Food Safety and Standards Authority of India) | India: Bangalore, Delhi, and Hyderabad airports;<br>Shantiniketan Mall, Sujana Mall; Secunderabad railway station |
| NVWA (Netherlands Food and Consumer Product Safety Authority) | Holland: Schiphol airport and Netherlands |
| NSF Certificate of Food Hygiene and Safety | Vietnam: selected stores |

## PRODUCT CHOICE, NUTRITION & TRANSPARENCY

***"We raise customers' awareness and offer them more sustainable alternatives by increasing plant-based and healthy options at our stores"***

Autogrill develops concepts, menus, and recipes that meet a variety of dietary needs and preferences, for an innovative, diversified assortment. In 2022 the Group expanded its range of plant-based items and healthy, nutritious menu options, making concrete strides toward the commitments taken on in the strategic roadmap Make It Happen.

### We are Making It Happen!

In 2022 Autogrill sharpened its focus on diversifying products and menus, with a particular emphasis on **plant-based** and **healthy options.** In many countries it has widened its assortment of vegan pastries and beverages, such as Italy's **Alproccino,** a cappuccino made from plant-based milk, and has added new sandwiches, dishes, and menu categories like vegetarian and vegan poke. During the year it also introduced the wholly plant-based **WOW Burger**, in Italy and in stores owned by the Group in France, Switzerland, and Belgium.

Likewise, in concept development and the selection of third-party brands, the Group continues to promote healthy, inclusive consumption models that respect different diets and cultures, such as **Le CroBag Veggie**, **VIT,** and **Costa Coffee**.

Autogrill has long been committed to upgrading its menus to accommodate sustainable consumption models and healthy lifestyles, by turning simple, genuine ingredients into the tastiest foods. Reflecting this drive to offer more healthy, sustainable alternatives are the many collaborations with industry experts, nutritionists and science communicators, who work with the Group to come up with new menu items, explore innovative ingredients, and improve the nutritional content of menus.

In Europe, the place for this kind of research and development is the **Factory Food Designers** located at Autogrill Group headquarters, where experts from different backgrounds (chefs, pastry chefs, nutritionists, small and local producers, food bloggers, and designers) exchange ideas and knowledge at the service of food innovation. Creation is the watchword, as inspiration and experience combine in projects, menu items, and concepts, in keeping with the times and with the preferences of Autogrill customers: everything the Factory produces reflects a food philosophy consistent with the new traveling styles and needs of modern consumers. To encourage creativity in all its forms, the Factory Food Designers contains different areas, each with its own function, including a Green Lab for the development of healthy and plant-based products.

In Italy Autogrill has pursued several projects over the years with leading food professionals. These include the **"Piatto Unico Bilanciato,"** developed with nutritionist-physician Mauro Mario Mariani, and the **whole wheat croissant** created with chef, consultant, educator, and food manager Luca Montersino.

Major developments in 2022 meant significant progress for the Group's strategy. In every business unit, Autogrill expanded its assortment of plant-based items: from the option of soy, oat, almond, or coconut milk instead of cow's milk, used in Italy in the vegan **Alproccino** version of the cappuccino, to various meat alternatives added thanks to partnerships with plant-based meat producers in the various countries. Two examples are **"Beyond Meat"** and **"The Vegan Vosboer"** in the Netherlands, the first focused on plant-based substitutes for meat and dairy products and the second on plant-based fish. In North America, Autogrill has expanded its plant-based offerings with a full line of vegan sausages, meatballs, bacon, chicken nuggets, hamburgers, and more.

Autogrill's efforts do not stop here. To meet consumers' growing taste for healthy and plant-based items, it has rolled out various new dishes, some of them tailored to the preferences of travelers in each business unit. In 2022, the vegan croissant was added to the plant-based assortment in Germany, Switzerland, and Italy, and **vegan and vegetarian poke** debuted in Italy, France, and Germany. Menus in Italy now include Orticella, **a vegetarian focaccia sandwich**. In North America, **CORE** plant-based keto bars have been added to stores' grab and go displays.

Finally, in Germany the Group has demonstrated its commitment to offering plant-based alternatives by partnering with the nonprofit organization **Veganuary,** which every year encourages people around the world to try a vegan diet for the month of January – and for longer, of course, if desired.

**WOW Burger: the surprise that's conquering Europe!**

In 2021, Autogrill's Italian locations rolled out the **WOW Burger**, a 100% vegan sandwich created by the **Food Designers Factory** in collaboration with vegan chef **Simone Salvini** and **Nestlé Garden Gourmet.** In 2022 the plant-based burger spread quickly, joining Autogrill menus in **Belgium, France,** and **Switzerland**, and carving out a fundamental role in the Group's strategy of broadening its range of vegan and vegetarian offerings in every store.

In the WOW Burger, the vegan meat alternative is Nestlé Garden Gourmet's **Sensational Burger,** served with pea hummus by chef Simone Salvini and other fresh, natural ingredients.

The WOW Burger is so popular that in 2022 it was one of the winners of the first edition of the **Menu Innovation Awards Europe** organized by **NielsenIQ BASES,** which certifies the most important product innovations on the continent.

In keeping with the recommendations of the **World Health Organization,** Autogrill strives to offer healthier foods like fresh fruit and raw vegetables instead of desserts and sugary or high-fat snacks, by creating new, better-for-you items as part of its proprietary and licensed concepts.

One of the most widespread proprietary concepts in the European business unit is **Le CroBag Veggie:** a brand that combines the "French style" of this Autogrill-owned brand with healthy, high-quality vegetarian/vegan items and an emphasis on sustainable ingredients and packaging. In 2022 a new Le CroBag Veggie store was opened at Hanover central station, with seating for eat-in patrons.

The **VIT** concept, part of the franchise portfolio and developed by the International unit, was also chosen for its healthy food and drinks such as cold-pressed, no-sugar-added fruit juices made from all-natural ingredients, prepared in full view of guests in an open kitchen.

**Costa Coffee,** a UK-based coffee shop operated under license by Autogrill in **Europe, Asia,** and **North America**, insists on high-quality, sustainable products and makes sure the coffee it serves comes from certified **100% Rainforest Alliance** crops while also favoring reusable packaging solutions. Its menus include vegan, vegetarian, gluten-free, lactose-free, and nut-free options to meet the needs and preferences of all consumers.

In developing new concepts, Autogrill's approach is to build strong partnerships with local brands, to make room for ideas and models that appreciate the cultures, traditions, and habits of the specific country in combination with a focus on healthy lifestyles. In North America, for example, **Mother Juice** is all about caring for one's health and the planet by eating healthy, natural foods, while **Nalley Fresh** offers more than 80 fresh ingredients to combine into tailor-made salads that suit any dietary need or preference.

In the International unit, **SMAG** provides healthy, nutritious items made from seasonal ingredients, so travelers can choose a healthier lifestyle and minimize their impact on the planet. In Europe, the Belgian chain **Exki** (founded in 2001) sells sustainable, healthy, local foods with menus that vary by season and numerous vegan and gluten-free options.

During the process of creating a new concept, inclusiveness and accessibility are top priorities for the Group, which makes sure to include **gluten-free** and **allergen-free** items and is careful to respect different cultures and ethnicities and their specific dietary needs. This includes **halal** products, which in some countries are marked with their own sticker for easy identification.

## TRANSPARENT INFORMATION AND LABELLING

Autogrill promises to give consumers all information necessary for a full understanding of the ingredients its products contain, ensuring maximum transparency and compliance with labelling laws. In every country served, the Group is fully compliant with laws requiring the communication of food ingredients, especially in the case of allergens. To make information even more accessible, for some products the ingredients can be viewed directly by scanning a barcode or a **QR code** placed on the packaging or on in-store materials.

With its commitment to clear product communication, the Group also helps consumers make conscious, responsible choices, for example by opting for certified-sustainable foods, focusing products prepared with a limited amount of ingredients or natural-origin ones, and items free from artificial colors or preservatives. In North America, for example, the selection of takeaway foods includes items that respect animal welfare and are **fair trade** certified, supplied by **B-Corp** companies, or labeled as **gluten free** or **BPA free.**

Autogrill observes all laws on selling and serving alcohol and tobacco products. Of particular note is the **Serve Safe Alcohol** program in North America, in collaboration with the **National Restaurant Association**, which trains all store employees in the correct way to serve alcoholic beverages. At its US stores Autogrill continues to emphasize its **We ID** campaign, to raise consumers' awareness about safe drinking by asking all customers to present identification when they purchase alcohol.

## DIGITALIZATION AND INNOVATION

Increasingly in recent years, digitalization has become an essential tool for serving customers faster and making their experience more seamless, while helping personnel do their jobs. For example, commercial information has been significantly improved through the use of screens showing different content depending on the time of day and target clientele. The ordering and purchasing phase has been gradually enhanced through the use of technologies like **touchscreen kiosks, QR codes, apps, online menus,** and **digital payment systems.**

The digitalization projects the Group has been promoting include the placement of **QR codes** in strategic, highly visible positions inside and in the vicinity of stores. From their smartphone, without necessarily having to enter the store, travelers can easily consult menus and order a meal, pay digitally, and receive a pick-up notification, which saves time and helps reduce crowding inside stores.

**OpenTable partnership in the United States**

In North America Autogrill has partnered with **OpenTable**, a virtual reservation and wait list platform to be implemented at the Group's main restaurants in ten US airports.

The platform was launched in the summer of 2022 to better handle lines and seating areas, given the intense summer traffic as travel resumed post-pandemic. The selected restaurants will use a **cloud-based** seating, wait list, and reservations management system so staff can message customers when their table is ready. Staff can also use the platform to optimize seating patterns and will receive detailed reports for data-driven restaurant management. To use the service, guests can scan the **QR code** placed outside the restaurant, or ask staff directly for a table.

In North America, in addition to QR codes for ordering and payment that are currently in use at numerous stores, in 2022 **Mashgin** scan-and-go technology was in place at fourty-one international airports. This system reduces wait times at cash registers and is designed to be completely touchless. Using **computer vision**, it identifies multiple products instantaneously so travelers can scan and pay for all their items in less than a minute, for the most **seamless** experience possible.

Autogrill is also enhancing self-checkout solutions by installing **"smart fridges"** at North American airports. Customers can purchase various kinds of daily-made, grab-and-go foods without the need for a cashier, simply by tapping their credit card on the payment system installed on the refrigerator door, taking their food, and enjoying it at the gate or on the plane.

In Italy, in the month of October the Group rolled out the new version of its customer loyalty app, **My Autogrill.** The app has an updated look and design and a new fidelity program, which lets customers earn points with every purchase and spend them on various foods and drinks at stores. The new version of My Autogrill integrates the **Click&Good** system, used to order and pay for items in advance before picking them up at the store, for a faster shopping experience.

In the International area, travelers in The Netherlands and the United Kingdom can order and pay for food and beverages before arriving at the airport or station, using the **Your Order Please** app. Alternatively, they can order on arrival by scanning QR codes posted at the entrance of locations. This system has also been integrated within the Schiphol airport app. Your Order Please lets travelers avoid lines, enjoy more efficient service, and have a better travel experience.

## RESPONSIBLE SOURCING

***"We commit to ensuring a sustainable, ethical supply chain and to choosing raw materials responsibly"***

Autogrill recognizes the importance of building and maintaining supplier relationships based on transparency, integrity, impartiality, and contractual fairness, favoring domestic and local suppliers wherever possible.

**We are Making It Happen!**

In Autogrill's roadmap for creating a more sustainable business, responsible supply chain management is of prime importance. In 2022 various activities were pursued both Group-wide and locally in the context of the Make It Happen strategic roadmap, with a view to testing and mitigating the social and environmental impact of its value chain.

At the Group level, Autogrill has drawn up a **new Supplier Code of Conduct** defining the key principles the Group expects to be followed along its supply chain.

At the local level, the business units are working towards a target of **98% certified sustainable coffee and/or coffee from small local growers** for proprietary brands and **100% cage-free eggs sourced by the end of 2025.** Some countries, including The Netherlands, Italy, Germany, France, Belgium, and Switzerland, already buy cage-free eggs exclusively and, by year-end 2022, North America reached 50% cage-free eggs purchases for proprietary brands.

The supply chain is made up chiefly of a structured system of food and beverage vendors, plus a narrower network of local producers for select items such as fresh foods, and a small number of providers of technical goods and services, such as maintenance and cleaning.

For the sake of efficiency and responsiveness throughout the sourcing process, Autogrill's Procurement and Supply Chain unit develops stable, long-lasting partnerships with its suppliers, using specialists and intermediaries working at head offices in the different countries and leveraging brand partner systems.

For Autogrill, responsibly managing the supply chain means ensuring not only business continuity and high standards of food quality and safety, but also respect for human rights and the environment. For this reason, in 2022 the Group adopted the new **Supplier Code of Conduct,** approved by the Board of Directors in November. The Code explains what Autogrill expects of its suppliers on issues such as **regulatory compliance, anti-money-laundering, anti-terrorism, human rights, and the environment.** It requires its partners to **guarantee fair pay and benefits, freedom of association and collective bargaining, compliance with environmental laws,** and the **highest quality standards,** ensuring a **healthy, safe, non-discriminatory workplace.** Suppliers must also set up suitable **whistleblowing procedures** for their personnel. In addition to following the Code of Conduct themselves, suppliers are asked to **divulge its content** to their own vendors, suppliers, contractors, and anyone else with whom they do business.

The Supplier Code of Conduct is an important tool for responsible supply chain management and lets Autogrill disseminate the principles underlying its business model and a culture based on social and environmental responsibility, by clearly defining the non-negotiable standards to which its suppliers are held. Autogrill frequently audits the quality of suppliers in the countries served, and where this is not possible, it mitigates potential supply chain risks by favoring partnerships with large companies subject to their own certification processes and external audits.

**Foodbuy**

In North America Autogrill works with Foodbuy, the leading procurement company for food & beverage services. Part of the Compass Group since 2007, Foodbuy has made several commitments to ensure high standards of food safety and sustainability.

In North America all suppliers in the Foodbuy circuit undergo regular audits on central issues such as sustainability, human rights, and the environment. Any additional risk factors such as geography or industrial sector are taken into consideration during these audits. All requests for proposals include category-specific questions on the supplier's social responsibility, in order to assess their handling of social and environmental aspects.

In 2022 the Group bought products from 174 Foodbuy-approved suppliers with one or more certifications, including USDA Organic and Bio-Based (US Department of Agriculture), BPI Biodegradable (Biodegradable Products Institute), Cedar Grove Compostable, GAP Steps, Cage-free, HFAC, Reduced Antibiotics, Monterey Bay Yellow/Green, MSC, Salmon Safe, Rainforest Alliance, Bird-friendly, Eco-logo, Green Seal, FSC, and SFI.

Autogrill's innovative and diversified offerings fit within a broader perspective of promoting **not only healthier but more responsible consumption models**, geared toward reducing environmental impacts and protecting nature. Accordingly, it takes care to build a supply chain that can furnish sustainable ingredients and materials. In Europe, many certified suppliers participate in national and international initiatives like the **Better Life Label** for improved animal welfare, **Fair Trade** for the fair and equitable treatment of workers, and the **RSPO** (Roundtable on Sustainable Palm Oil) in Belgium. In Germany, meanwhile, palm oil has been replaced in certain recipes with more sustainable, lower-impact alternatives.

## ANIMAL WELFARE

Autogrill acknowledges its responsibility to promote sustainable, responsible purchasing that protects animal welfare in accordance with regulations, standards, and international best practices, with a particular focus on the different markets in which it operates. The Group understands that animal welfare is a fundamental component of responsible supply chain management.

It is thanks to this awareness that Autogrill has set a long-term target in North America and Europe of buying only cage-free eggs by 2025; in some European countries, such as Germany and Switzerland, this goal has already been met, while in others, like France, cage-free eggs have been part of the supply chain since 2022. The commitment to achieve the goal continued also in North America, and by year-end 2022 50% of the eggs being purchased for proprietary brands in North America was cage-free.

In 2017 in the Netherlands we partnered with Kipster, a zero-impact organic farm that guarantees the highest standards of animal welfare and has obtained the Beter Leven mark of quality (three stars) for its eggs, guaranteed 100% cage-free. The same level achieved also in Italy, Switzerland, Germany, France and Belgium.

In the International area, some countries prefer fish labeled MSC (Marine Stewardship Council) or ASC (Aquaculture Stewardship Council). At Temakinho concept locations as well, some items have obtained sustainable fishing certification.

# WE CARE FOR THE PLANET

The third pillar of the **Make It Happen** strategy is about protecting and caring for the planet. It groups together all the projects and programs through which Autogrill actively works to safeguard the environment and reduce the impact of its operations throughout the entire production process.

## Material topics

- Waste management & packaging
- Energy, emissions & climate change
- Food waste

## Our priority SDGs

## Our commitment

**20-30% reduction of GHG emissions** from electricity consumption along motorways business by the **end of 2030**

## Highlights 2022

**Energy Star Certification** All coolers being purchased today in North America are Energy Star certified, a label guaranteeing energy efficiency

**57%** of single-use packaging purchased is composed by plastic-alternative materials*

**Green Store Guidelines** Development of internal guidelines for the building and renovation of green point of sales

**150,000 equivalent meals** donated in Italy thaks to the collaboration between Autogrill and Banco Alimentare

* in North America, the Netherlands, Italy, Belgium, Switzerland, France and Germany.

## ENERGY, EMISSIONS & CLIMATE CHANGE

*"We commit to reducing emissions by favoring the use of energy from renewable sources and developing sustainable concepts that limit our impact on the environment"*

Autogrill strives to reduce its emissions impact through strategies to make energy use more efficient and gradually increase the use of clean energies, in accordance with environmental laws and regulations.

### We are Making It Happen!

On the emissions front, the most significant milestone reached by the Group in 2022 was the definition of its LEED-inspired **Green Store Guidelines,** which set out rules and construction specifications for the building and renovation of all stores in order to improve energy efficiency.

In addition, the individual countries have defined plans and **consumption reduction targets,** through ad hoc efficiency measures at stores. Together with its **logistics partners**, the Group also works to reduce the environmental impact of the shipping and distribution of goods to its points of sale.

In the context of its "Make It Happen" strategy, Autogrill has a plan of action for achieving its targets for the reduction of greenhouse gas emissions. The plan includes making stores run more efficiently through the use of innovative technologies and a more rational, green design, optimizing logistics and processes, and using renewable energy to power business activities.

### Autogrill's new Green Store Guidelines

A major achievement for Autogrill in 2022 was the definition of Green Store Guidelines that apply throughout the Group. The guidelines address the building of new stores and the renovation of existing ones consistently with the LEED (Leadership in Energy and Environmental Design) protocol, which certifies environmentally sustainable construction. They were developed in collaboration with Greenwich S.r.l. on the basis of a survey conducted in March 2022 across all of the Group's business units. The survey showed that while a significant number of stores have already taken measures to reduce their environmental impact, there is room for improvement in the Group's environmental performance in terms of greenhouse gas emissions, waste production, and water management.

The guidelines, technical and operational in scope, were drawn up on the basis of the main international rating systems, particularly the LEED protocol. They apply right from the preliminary planning phase, setting the conditions for the project to obtain LEED certification, in one of its four ranking levels: Certified, Silver, Gold, or Platinum.

The Green Store Guidelines thus define the strategies factored into the planning phase in order to reduce the building's environmental impact. They are divided into macroareas, which in turn distinguish between prerequisites and LEED-compliant criteria. A reduced environmental impact can be achieved through renewable energy use, thermal insulation, HVAC systems, lighting, energy efficiencies, water management, choice of building materials, and post-construction systems such as waste management.

Putting the guidelines immediately into practice, in 2022 Autogrill planned and built its first location compliant with the Green Store Guidelines for the **historic Alemagna Caffè Pasticceria brand,** which opened a **new store at Milan Linate airport** in December. The location blends tradition and modernity and is a major milestone on Autogrill's path toward reducing its environmental impact. The new Alemagna café therefore strengthens Autogrill's commitment to elevating the Italian tradition while accepting ever more responsibility for an environmentally sustainable business.

The Green Store Guidelines will be gradually extended to the new openings planned for the coming years, allowing the Group to attain significant achievements in reducing its environmental footprint.

The Group makes consistent use of tools to monitor consumption and reduce waste at stores where Autogrill manages resources directly. In 2022, all of the business units made concrete efforts to reduce their carbon footprint by developing efficiency plans, initiatives, and collaborative programs with partners to curtail the emission of greenhouse gases. Store employees are also given technical and awareness training to encourage the more rational, efficient use of equipment.

In **Europe**, various countries have implemented energy use reduction plans based on specific consumption strategies, which in some cases are associated with short-term quantitative targets. In **Belgium**, for example, Autogrill has set a target of **15% lower consumption by the end of 2023**, and a team of **Energy Masters** – one "master" per store – is in charge of formulating and monitoring the plans. In addition, new stores are equipped with a breaker switch that turns off all equipment except refrigerators, to make sure no energy is wasted. In **Germany** and **Switzerland**, too, there is a plan to **slash energy consumption by 15% by the end of 2023**, with targeted efforts to reduce emissions from heating, air conditioning, and lighting. In **France,** in October, the Group came out with a nine-point **energy saving plan** that aims to **reduce consumption in 2023 by 10%** compared with the previous year.

There are certain initiatives in effect across most of the countries Autogrill serves, such as relamping with **LED** bulbs, the selection of certified or energy-efficient refrigerators and other equipment, and compliance with the new guidelines for building more sustainable stores. When it comes to equipment, for example, in North America all coolers being purchased today are **Energy Star certified**, a label guaranteeing energy efficiency. In the International unit, the Group is now using different kinds of refrigerant gases with lower Global Warming Potential (GWP) than those used in the past. In Italy, measures to reduce energy consumption include both technological solutions such as the installation of heat pumps, and the replacement of obsolete equipment like halogen lightbulbs.

Where utilities are managed by the landlord, typically airport and railway locations, the Group's ability to measure consumption and influence procurement is limited[43]. That said, in recent years landlords have become increasingly dedicated to energy efficiency and to choosing alternative sources of energy, and sometimes involve concession operators like Autogrill in the process.

43 Given these circumstances, the Group's footprint depends strictly on the infrastructure where its companies operate (e.g. airports). On motorways, efforts are made to improve the overall efficiency of stores. For further information on the impact of environmental policies on the Group's financial statements, see the "Risk management and control system" section of the Directors' Report.

The Group's business units are also working harder to reduce the environmental impact of logistics and product distribution, sometimes in partnership with their external service providers. Such strategies include optimizing routes to use as little fuel as possible, the periodic upgrading of fleets with low-emission vehicles, and the use of additives (such as AdBlue) to reduce pollutants emitted by diesel-fueled trucks and vans. In Italy, Autogrill's logistics partner is taking various steps to mitigate the emissions produced by distributing our products, namely by replacing the most obsolete vehicles with natural gas or Euro 6 models and prioritizing deliveries of higher loads. Autogrill's internal logistics department is also working to optimize routes and loads, with a view to greater efficiency. In the Netherlands, during the year the Group reviewed its contracts with major distributors and purchased its first electric trucks; the benefits will be measurable starting in 2023.

Most of the energy Autogrill uses concerns store operations and logistics. Direct energy[44] consumption is the use of diesel and gasoline for company vehicles and of natural gas for heating. Indirect energy[45] consumption refers to electricity, used for heating and air conditioning and for preparing, maintaining, and selling foods and beverages.

**GROUP ENERGY CONSUMPTION - GJ[46]**

| | | 2022 |
|---|---|---|
| **HQ + stores** | | |
| Total direct energy consumption | GJ | 100,136 |
| Total indirect energy consumption | GJ | 716,934 |
| Total direct emissions (Scope 1) | t $CO_{2\,eq}$ | 5,883 |
| Total indirect emissions (Scope 2) – Location-based | t $CO_2$ | 58,867 |
| Total indirect emissions (Scope 2) – Market-based | t $CO_2$ | 75,201 |

Consistently with the recovery of activities which involved the entire Group during the year, the trend of direct and indirect consumption is growing compared to 2021. This trend refers to the Europe and International Business Units, as the environmental data referring to North America are excluded from the reporting starting from 2021, following the sale of the activities in the motorway channel. It should be noted that the target for reducing GHG emissions set by the Group concerns emissions generated solely in the motorway channel: in the Europe Business Unit, this channel accounts for approximately 94% of direct energy consumption and 79% of indirect energy consumption.

44 Direct energy is the use of energy sources like natural gas, diesel, and gasoline, which generate emissions directly.
45 Indirect energy is purchased externally, like electricity, and generates emissions indirectly.
46 Figures for direct and indirect energy consumption refer mainly to motorway locations where utilities are managed directly by the Group. In the other channels these figures are based on available data for each location. See the methodological note ("About the non-financial statement" section) for further details.

## ENVIRONMENTAL CERTIFICATION

Autogrill’s care for the planet is reflected in its possession of major environmental certifications:

| Certification | Applies to |
|---|---|
| LEED® Gold | Italy – Autogrill Italia S.p.A.: Villoresi Est<br>USA – HMSHost: Bethesda HQ |
| ISO 50001: 2015 | Italy – Autogrill Italia S.p.A.: Villoresi Est and Villoresi Ovest 1958 |
| ISO 14001: 2015 | Italy – Autogrill Italia S.p.A.: HQ, Villoresi Est, Villoresi Ovest 1958, Brianza Sud, Scaligera, Chianti, Montealto Nord, Montealto Sud and for stores at Caselle Airport in Turin, Nuova Sidap: head office<br>Greece – Athens El. Venizelos airport<br>Austria – selected stores |
| EMAS | Italy – Autogrill Italia S.p.A.: HQ, Villoresi Est, Villoresi Ovest 1958, Brianza Sud |
| ISO 14064 (greenhouse gases) | Italy – Autogrill Italia S.p.A.: Rozzano headquarters and Sebino |
| RT 2012 (Low Consumption Building) | France – Autogrill Côté France: Ambrussum, Manoirs du Perche, Plaines de Beauce, Chartres Gasville, Chartres Bois Paris, Lochères, Miramas, Villeroy, JdArbres, Wancourt, Porte de la Drôme N&S, Granier, Montélimar Est and Ouest, Dijon, Beaune Tailly |
| California Green Building Code - Level I and California Energy Standard - Title 24 | USA – HMSHost: locations at airports in California |
| Energy Star | USA – store equipment |

Finally, although water consumption has been confirmed as a relevant but not material topic in the 2022 materiality analysis, Autogrill is aware of the impact of inefficient water use on the environment and on climate change. Therefore, some of the Group’s countries are taking steps to use less water and reduce waste, for example by installing water flow regulators on faucets and replacing older equipment like dishwashers with more efficient, latest-generation models. In Belgium, the **AquaFox** system combats waste by calculating the optimal amount of water and soap needed according to the number of items to be washed.

## WASTE MANAGEMENT & PACKAGING

*"We are committed to reducing the use of virgin plastic for packaging and to making our business more circular through the reuse of waste and materials"*

Autogrill realizes that the production and management of waste is one of the main levers it has to reduce the Group's environmental impact. It strives to extend the life cycle of products, reduce waste and packaging, and follow sound waste management and recycling policies.

**We are Making It Happen!**

In 2022 the Group multiplied its back- and front-end efforts to reduce and properly handle waste and to choose low-impact, recycled, recyclable, or compostable single-use materials. It also fortified its commitment to the **"Was" projects** inspired by the circular economy.

During the year all business units made a contribution by focusing on compostable, recycled, and recyclable alternative packaging, and several material substitution initiatives were launched. In North America, an ambitious target was set: to use **100% compostable, recycled, or recyclable packaging** by the end of **2025.** In the Netherlands and Belgium, in 2022, **100%** of single-use packaging purchased is made up of plastic-free or rPET materials, while in France, Italy and Switzerland it was reached a level of 75%, 77% and 84% respectively.

In its everyday operations, Autogrill generates solid and liquid waste: the scraps produced during the food preparation process (back-end), and the leftovers, packaging, and single-use tableware left behind after the service phase (front-end).

In every country served, waste is managed through **specific monitoring programs** developed as a function of local laws and waste collection systems and the characteristics of each location. In most cases, however, the Group does not have direct control over the collection and disposal of waste, which at airports, railway stations, and malls is coordinated by the infrastructure operator. Conversely, on Italian motorways, Autogrill deals directly with the local public service and with private companies that collect and dispose of waste, working together to optimize collection times and processes.

Thanks in part to the momentum generated by the Make It Happen strategic roadmap, in 2022 the countries further intensified their efforts not only to dispose of waste properly but also to reduce the quantity of waste, through collaborations and specific projects encouraging the **reuse** and **recycling** of materials. In North America, when stores are modernized it is common practice to reuse furniture and equipment that is still in good condition, with a significant impact in terms of avoided emissions. When building and renovating stores, preference is given to reclaimed materials such as wall panels made from recycled wood scraps, recycled glass tiles, and countertops made from the dust and remnants produced by stoneworking.

Recycling at Autogrill production areas has been stepped up to include plastic and glass bottles and the use of tools and technologies to optimize the collection process. In Italy, for example, equipment like compactors and press containers have been installed to reduce volumes and improve the quality and efficiency of waste management; there is also a system to monitor how full the compactors are, using **sensors** that let the collection service know when they need to be emptied. This technology helps optimize the frequency of waste collection and therefore cuts the emissions generated by its transportation.

Meanwhile, Autogrill is careful about the management of **organic solid waste**, which in Italy is separated in-store and delivered to composting plants. In some European countries, frying oil is separated, collected, and used for the production of biodiesel and green energy, fully honoring the circularity principles that guide the Group's waste management policies.

**Autogrill and the circular economy: the "Was" projects**

Innovation and sustainability are an integral part of Autogrill's development strategy. The "Was" projects are concrete proof of this commitment: the most significant discards produced by the Group's operations are reused to create innovative materials for store furnishings and design. In recent years, research and innovation in this area has focused on the implementation and optimization of three materials developed in a circular economy perspective: **WASCOFFEE®, WasOrange®, and WasBottle®**. In 2022 the three materials underwent further improvements and were used for the design and furnishing of new stores opened during the year, specifically in **Italy, Europe, and North America.**

**WASCOFFEE®** is made from coffee grounds. It is a 100% natural, recyclable material suited for furnishings and ecodesign such as tables, counters, and wall panels. WASCOFFEE® has been used to design the interiors of the Group's proprietary brands since 2017 and has since become an iconic design element of Puro Gusto cafés, located in Italy, the rest of Europe, Turkey, and North America, and of the WASCOFFEE® Lab concept in Italy.

**Wasorange®**, produced from recycled orange rinds after oranges are squeezed for fresh juice, is used to make items such as sugar containers, table lamps, and other accessories for Autogrill stores. It was developed through Autogrill's partnership with **Krill Design**, a company specialized in reusing food scraps through **circular economy initiatives.**

**WasBottle®** is made from recycled plastic containers, namley the high-density polyethylene (HDPE) detergent and cleaning product bottles commonly used at Autogrill locations. WasBottle® takes the form of 100% recyclable, multicolored panels used to make coffee tables and clad the walls and other surfaces of stores. Thanks to its qualities of innovation and circularity, in 2021 WasBottle® was named to the **ADI Design Index 2021**, a section of the best Italian design. In 2022 it was improved with new finishes and colors and used for some store openings in Italy, including the new **Alemagna** location at Milan Linate airport, and in the United States for the country's first **Puro Gusto** café in Washington, D.C.

## PACKAGING, PLASTIC AND SINGLE-USE

Consistently with evolving local, national, and international legislation, the Group works hard on the issue of packaging, which is also a key element of its ESG strategy "Make It Happen". For years the Group has shown great sensitivity to reducing its use of virgin plastic and to sustainably packaging what it sells, proposing innovative solutions and experimenting with materials to obtain increasingly green alternatives. The transition to more sustainable packaging is quite the challenge, as it requires balancing a reduced environmental footprint with some drivers fundamental to the food & beverage industry, with food security topping the list.

This was a year of great momentum for the Group, thanks in part to the Make It Happen strategic roadmap and its many initiatives for the reduction and replacement of packaging and disposable items with sustainable materials. In **North America,** for example, the Group set a goal of using **only compostable, recycled, or recyclable packaging by the end of 2025.** The plan for achieving this target, which entails the gradual replacement of all disposable items, was approved in July 2022 and implemented in the fall with the introduction of recyclable foam plates and compostable straws. By the end of the year, **43%** of packaging in North America had been replaced with greener alternatives. The plan involves the replacement of cutlery and containers in 2023, and cups and lids the following year.

To reduce single-use materials, the Group launched several initiatives to promote reusable alternative packaging, and went back to washable, reusable tableware at casual dining locations which had often switched to single-use during the pandemic. North American stores also pushed the **"Skip the Straw"** campaign to discourage the use of throwaway plastic straws.

In some stores of the International Business Unit, customers pay a deposit on PET bottles to encourage them to recycle, or enjoy discounts if they reuse their own cup instead of asking for a new one. The Group also selects partners and suppliers that favor recycled plastic packaging. Among the more virtuous of these is Starbucks, one of the Group's licensed brands, which in **UK stores** has added a **surcharge for beverages served in single-use paper cups** to nudge consumers towards reusable alternatives. The money raised from the surcharge is donated to **Hubbab,** a foundation supporting the fight against climate change. In **Germany** the Group has partnered with **Recup & Rebowl**, a reusable cup and container service that gives consumers a truly sustainable packaging option.

Autogrill also works towards the use of more sustainable disposable items by sponsoring research into new compostable materials for utensils, dishes, takeout packaging, cups, and straws.

**Biolo partnership for the use of compostable straws**

In the past, paper straws had already been tested in North America in an effort to reduce the quantity of single-use virgin plastic products, but they did not live up to expectations.

In 2022 the Group partnered with Biolo, a company seeking alternative solutions to plastic, which allowed the Autogrill's North American unit to introduce sustainable straws that are just as practical as traditional ones. The new straws are made from polyhydroxyalkanoates or PHAs, a plant-based alternative to plastic, and are biodegradable and compostable. They are now stocked at US airport locations in California, Washington, Texas, North Carolina, and Florida.

The partnership with Biolo, brokered by Baer & Associates Inc., is a major milestone in Autogrill's journey to reduce single-use plastic in the packaging used at its stores.

The Group rolled out several projects in 2022 for the use of greener solutions. In Switzerland, **100% of cups, plates, cutlery and straws** are entirely made from woods or bioplastic. Germany saw the introduction of cup lids for takeaway hot beverage entirely made with certified cardboard or rPET, while straws and cutlery are entirely made of materials alternative to plastic (paper and wood respectively). All plates used at Le CroBag-branded stores are entirely made of paper and rPet, while cutlery is made of wood; moreover, rPET cups are now thinner, so less material is used. In Italy too, nearly all disposable items are made of biodegradable materials, wood or rPET, and in 2023 these will become the only options in the country for single-use accessories: for disposable cutlery and straws, already in 2022 it was reached a level of 100% of the articles made in bioplastic and paper. Finally, In Belgium, 100% of all single-use packaging is made from bioplastic.

In North America, where most suppliers have set a target of **100% rPET** by **2030,** the group has developed important collaborations with selected partners to increase the amount of recycled plastic in beverage bottles to 100%, as is already the case with **Naked Juice.**

Since 2020, all International unit stores at **Amsterdam Schiphol airport** have sold only **Sourcy** mineral water by **Vrumona,** packaged in **100% recycled plastic (rPET)** bottles. In the Netherlands, 100% of disposable items (cups, straws, cutlery, lids and plates) purchased in 2022 are plastic-free or made with rPET. Finally, in the United Kingdom it began to reduce single-use plastic accessories with the introduction of paper straws, wooden cutlery, and rPET cups.

## FOOD WASTE

***"We seek to reduce food waste in every country served"***

Autogrill acknowledges the need to combat food waste, meaning the waste of good, still edible products, which is harmful to the environment and expensive for running the business as well as ethically wrong. Accordingly, it has improved and upgraded its store management systems in recent years, bringing in new technologies to reduce food waste to a minimum and optimize the handling of raw materials.

**We are Making It Happen!**

Autogrill worked during the year to improve its existing processes and monitoring systems for the handling of excess food, in order to decrease the amount of food thrown out. Specifically, it expanded its partnership with **Too Good To Go** in several European countries, and worked ever more closely with **Banco Alimentare** and **Pane Quotidiano** in Italy and with the **Food Donation Connection** in North America.

To combat food waste, Autogrill operates on several fronts: while making its back-end processes (recipe design, product preparation, etc.) as efficient as possible in terms of reducing ingredient waste to a minimum, it strives to find newer and better ways of cutting down on unsold items, for example by matching production volumes to expected traffic; raises customer awareness of food waste; and sells products at a discount at the end of the day. In some International countries, for example, operations managers participate in monthly meetings to analyze the quantity of food waste and discuss ideas for improving on this front.

Beyond donating to food banks wherever possible and to selling products at a discount late in the day, Autogrill works with **"Too Good To Go,"** whose mission is to combat food waste. In 2022 this partnership extended to several European countries including **Austria, Switzerland, Belgium, France,** and **Germany,** in addition to **Italy** where it has been in place for years. The partnership in **France**, which began in 2018, was initially in effect at shopping center locations and since 2021 has covered all Group locations in the country. In the past year the collaboration was highly successful at **Le CroBag** outlets in Germany, where To Good To Go has considerably expanded.

Since 2020, the Group has stepped up its controls of food inventory nearing their use-by date. This has improved the timing of donations, so even less food goes to waste. Finally, the Group has taken steps to streamline menus, redistribute inventory from warehouses to individual locations, reached agreements with suppliers for the return of stocks, and adapted selling policies at stores. In France, for example, products nearing the end of their shelf life are discounted by 50%.

### Food Donation Connection

Autogrill has worked with Food Donation Connection (FDC) since 2011, donating surplus food to people in need through partnerships with local social service agencies. Every donor location is matched with a group of qualified charities that collect the food at scheduled days and times. FDC has worked with Autogrill's operational teams to make sure the food is safe and healthy and to render the donation process more efficient and secure. Also, since 2019, Autogrill has incorporated the donation tracing process in the **CrunchTime** platform. This allows stores to enter donated items into their systems so that Autogrill can send weekly data to FDC.

### Autogrill fighting food waste in Italy

In Italy, Autogrill has long supported nonprofits active in combating food waste. Its most significant partnerships include those with Banco Alimentare and Pane Quotidiano, which receive surplus food and straight donations from Autogrill's central warehouse. Since 1989, Banco Alimentare has been collecting unspoiled, non-expired food that is no longer sellable and would otherwise be thrown out. Pane Quotidiano, based in Milan, puts human dignity front and center and has been distributing food to those who need it since 1898. In 2022, more than **129,000 products** – around **130 tons of food** – were donated from Autogrill's warehouse and prevented from going to waste.

Once again this year, for every **"Menù Pausa Perfetta"** sold at its stores, Autogrill made a donation to **Banco Alimentare** for the distribution to participating charities of food products equivalent to one meal. Through this initiative, about **150,000** meal equivalents were donated to people in need.

These are concrete ways that Autogrill helps care for the more fragile elements of society: instead of going to waste, the food it donates becomes a resource for the needy, while producing benefits both environmental and economic.

# ADDITIONAL INFORMATION

## EU TAXONOMY

In 2020 the European Commission created an integrated classification system at the European level in order to identify environmentally sustainable economic activities ("EU Taxonomy") and create a common language that investors and businesses can use to invest in economic activities with a substantial positive impact on climate and the environment. The EU Taxonomy defines the types of activities consistent with the transition to a green economy and aims to facilitate the flow of capital towards activities that can help achieve that goal by 2050.

The Taxonomy establishes six environmental and climate objectives:
- climate change mitigation;
- climate change adaptation;
- the sustainable use and protection of water and marine resources;
- the transition to a circular economy, including as concerns waste reduction and recycling;
- pollution prevention and control;
- the protection and restoration of biodiversity and ecosystems.

To be considered environmentally sustainable, an activity has to satisfy the following criteria:
- contribute substantially to at least one of the six environmental objectives;
- do no significant harm to any of the other environmental objectives;
- comply with Minimum Social Safeguards (such as those contained in OECD guidelines and United Nations documents).

Implementation of the Taxonomy is in progress: in 2021 the EC approved the Delegated Act which defines the technical criteria for the first two of the Taxonomy's six environmental objectives, climate change mitigation and climate change adaptation.

As from January 2022 the companies subject to Directive 95/2014/EU, implemented in Italy with Legislative Decree 254/16, which requires publication of the consolidated non-financial statement, must disclose their "taxonomy eligibility" as the share of revenue, capital expenditure (Capex), and operating expenses (Opex) that potentially contribute to achieving the environmental objectives, regardless of whether these activities meet one or all of the technical screening criteria.

Only from January 2023 will they be required to disclose such indicators for activities that actually contribute to achieving the environmental objectives ("taxonomy alignment").

In 2021 Autogrill conducted a preliminary exercise in view of EU Taxonomy compliance. The exercise was based on an interpretation of the information currently available regarding the Regulation and its Delegated Act; in the future there may be specifics and guidelines that will lead to more precise definitions as to Taxonomy compliance and reporting obligations.

The exercise conducted for reporting year 2022 showed that the Group's revenue-generating activities are not among the eligible activities described in the Delegated Act for climate change mitigation and climate change adaptation; no specific analysis was carried out on operating expenses (Opex) as they were deemed non-relevant for Autogrill's core business. As for Capex, following a fine tuning of the analysis with respect to 2021, about 51% turned out to be eligible according to the EU Taxonomy. The expenses forming the numerator of the Capex KPI are mainly costs for store construction and/or renovation, the installation, maintenance and repair of energy efficiency devices, renewable energy technologies and instruments and devices for measuring, regulating and controlling the energy performance of buildings. The economic activities considered fall primarily under 7.1. Construction of new buildings, 7.2. Renovation of existing buildings, 7.5 Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings and 7.6 Installation, maintenance and repair of renewable energy technologies.

During the year, it was examined whether these activities contribute substantially, and to what extent, to the objectives of climate change mitigation and adaptation to climate change without negatively influencing the other environmental objectives and always contributing to ensuring compliance with the minimum social safeguards.

It is specified that with reference to the information pursuant to art. 8, paragraphs 6 and 7 of Delegated Regulation (EU) 2021/2178 which provides for the use of the models provided in Annex XII for the communication of activities related to nuclear power and fossil gases, it should be noted that all the models in as they are not representative of the company's business.

The details of the models required by Annex II of the Commission Delegated Regulation (EU) 2021/2178 of 6 July 2021 are shown below.

### TEMPLATE: PROPORTION OF TURNOVER FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – DISCLOSURE COVERING YEAR 2022

| | | | | Substantial contribution criteria | | | | | | DNSH criteria ('Does Not Significantly Harm') | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Economic activities (1) | Code(s) (2) | Absolute turnover (3) | Proportion of turnover (4) | Climate change mitigation (5) | Climate change adaptation (6) | Water and marine resources (7) | Circular economy (8) | Pollution (9) | Biodiversity and ecosystems (10) | Climate change mitigation (11) | Climate change adaptation (12) | Water and marine resources (13) | Circular economy (14) | Pollution (15) | Biodiversity and ecosystems (16) | Minimum safeguards (17) | Taxonomy-aligned proportion of turnover, year 2022 (18) | Category (enabling activity) (20) | Category (transitional activity) (21) |
| | | mln € | % | % | % | % | % | % | % | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | % | E | T |
| A. ATTIVITÀ AMMISSIBILI | | | | | | | | | | | | | | | | | | | |
| A.1 Environmentally sustainable activities (Taxonomy-aligned) | | | | | | | | | | | | | | | | | | | |
| Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1) | | 0 | 0 | 0 | 0 | | | | | | | | | | | | 0% | | |
| A.2 Taxonomy-Eligible but not envirnmentally sustainable activities (not Taxonomy-aligned activities) | | | | | | | | | | | | | | | | | | | |
| Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2) | | 0 | 0 | | | | | | | | | | | | | | | | |
| Total (A.1 + A.2) | | 0 | 0 | | | | | | | | | | | | | | | | |
| B. TAXONOMY-NON-ELIGIBLE ACTIVITIES | | | | | | | | | | | | | | | | | | | |
| Turnover of Taxonomy-non-eligible activities (B) | | 4,148.30 | 100.0% | | | | | | | | | | | | | | | | |
| Total (A + B) | | 4,148.30 | 100.0% | | | | | | | | | | | | | | | | |

## TEMPLATE: PROPORTION OF CAPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – DISCLOSURE COVERING YEAR 2022

| | | | | Substantial contribution criteria | | | | | | DNSH criteria ('Does Not Significantly Harm') | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Economic activities (1) | Code(s) (2) | Absolute CapEx (3) | Proportion of CapEx (4) | Climate change mitigation (5) | Climate change adaptation (6) | Water and marine resources (7) | Circular economy (8) | Pollution (9) | Biodiversity and ecosystems (10) | Climate change mitigation (11) | Climate change adaptation (12) | Water and marine resources (13) | Circular economy (14) | Pollution (15) | Biodiversity and ecosystems (16) | Minimum safeguards (17) | Taxonomy-aligned proportion of CapEx, year 2022 (18) | Category (activity) (20) | Category (transitional activity) (21) |
| | | mln € | % | % | % | % | % | % | % | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | Y/N | % | E | T |
| **A. TAXONOMY-ELIGIBLE ACTIVITIES** | | | | | | | | | | | | | | | | | | | |
| **A.1 Environmentally sustainable activities (Taxonomy-aligned)** | | | | | | | | | | | | | | | | | | | |
| Installation, maintenance and repair of energy efficiency equipment | 7,3 | 1.54 | 0.71 | 0.71 | 0 | | | | | | Y | | | Y | | Y | 0.71 | E | |
| Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings | 7,5 | 0.40 | 0.18 | 0.18 | 0 | | | | | | Y | | | | | Y | 0.18 | E | |
| Installation, maintenance and repair of renewable energy technologies | 7,6 | 0.29 | 0.13 | 0.13 | 0 | | | | | | Y | | | | | Y | 0.13 | E | |
| **CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)** | | **2.23** | **1.03** | **1.03** | **0** | | | | | | | | | | | Y | **1.03** | | |
| **A.2 Taxonomy-Eligible but not envirnmentally sustainable activities (not Taxonomy-aligned activities)** | | | | | | | | | | | | | | | | | | | |
| Construction of new buildings | 7,1 | 18.93 | 8.76 | | | | | | | | | | | | | | | | |
| Building renovation | 7,2 | 91.21 | 42.22 | | | | | | | | | | | | | | | | |
| **CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)** | | **110.13** | **50.98** | | | | | | | | | | | | | | | | |
| **Total (A.1 + A.2)** | | **112.36** | **52.01** | | | | | | | | | | | | | | | | |
| **B. TAXONOMY-NON-ELIGIBLE ACTIVITIES** | | | | | | | | | | | | | | | | | | | |
| **CapEx of Taxonomy-non-eligible activities (B)** | | **103.68** | **48** | | | | | | | | | | | | | | | | |
| **Total (A + B)** | | **216.04** | **100** | | | | | | | | | | | | | | | | |

## TEMPLATE: PROPORTION OF OPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – DISCLOSURE COVERING YEAR 2022

| | | | | Substantial contribution criteria | | | | | | DNSH criteria ('Does Not Significantly Harm') | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Code(s) (2) | Absolute OpEx (3) | Proportion of OpEx (4) | Climate change mitigation (5) | Climate change adaptation (6) | Water and marine resources (7) | Circular economy (8) | Pollution (9) | Biodiversity and ecosystems (10) | Climate change mitigation (11) | Climate change adaptation (12) | Water and marine resources (13) | Circular economy (14) | Pollution (15) | Biodiversity and ecosystems (16) | Minimum safeguards (17) | Taxonomy-aligned proportion of OpEx, year 2022 (18) | Category (enabling activity) (20) | Category (transitional activity) (21) |
| Economic activities (1) | | mln € | % | % | % | % | % | % | % | S/N | S/N | S/N | S/N | S/N | S/N | S/N | % | A | T |
| A. TAXONOMY-ELIGIBLE ACTIVITIES | | | | | | | | | | | | | | | | | | | |
| A.1 Environmentally sustainable activities (Taxonomy-aligned)) | | | | | | | | | | | | | | | | | | | |
| OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1) | | 0 | 0 | 0 | 0 | | | | | | | | | | | | 0 | | |
| A.2 Taxonomy-Eligible but not envirnmentally sustainable activities (not Taxonomy-aligned activities) | | | | | | | | | | | | | | | | | | | |
| OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2) | | 0 | 0 | | | | | | | | | | | | | | | | |
| Total (A.1 + A.2) | | 0 | 0 | | | | | | | | | | | | | | | | |
| B. TAXONOMY-NON-ELIGIBLE ACTIVITIES | | | | | | | | | | | | | | | | | | | |
| OpEx of Taxonomy-non-eligible activities (B) | | 574.40 | 100 | | | | | | | | | | | | | | | | |
| Total (A + B) | | 574.40 | 100 | | | | | | | | | | | | | | | | |

## CREATING AND DISTRIBUTING ECONOMIC VALUE

| Statement of economic value (€k) | 2022 | 2021 | 2020 | Stakeholder |
|---|---|---|---|---|
| **Economic value created by the Group** | **4,656,111** | **3,190,034** | **2,271,214** | |
| Revenue and other operating income | 4,687,082 | 3,059,662 | 2,328,892 | Consumers |
| Financial income | 10,345 | 7,124 | 8,394 | |
| Adjustments to the value of financial assets | (1,275) | 1,756 | (13,433) | |
| Provision for doubtful accounts | 938 | 2,535 | (10,545) | |
| Impairment losses | (39,256) | (14,593) | (61,656) | |
| Capital gains from the disposal of operating activities | (1,723) | 133,550 | 19,562 | |
| **Economic value distributed** | **4,182,616** | **2,698,232** | **2,113,638** | |
| Reclassified operating costs | 2,672,414 | 1,696,939 | 1,359,606 | Concession grantors, suppliers and brand partners |
| Remuneration of personnel | 1,348,326 | 814,020 | 767,712 | Personnel |
| Remuneration of lenders and shareholders[47] | 103,308 | 125,380 | 97,299 | Lenders and shareholders |
| Remuneration of public institutions[48] | 56,609 | 60,308 | (114,402) | Government |
| Donations | 1,958 | 1,584 | 3,423 | Community |
| **Economic value retained by the Group** | **473,495** | **491,803** | **157,576** | |
| Depreciation and amortization | 513,364 | 522,362 | 609,442 | |
| Provisions | 13,788 | 7,287 | 28,002 | |
| Reserves | (53,657) | (37,846) | (479,868) | |

Creating and distributing economic value is the ability to generate wealth and spread it among the stakeholders. In 2022, the Group created about €4.7 billion in economic value, and distributed nearly €4.2 billion. Of all value created, 90% was distributed to the internal and external stakeholders, while the remaining 10% was retained within the Group.

47 Shareholder's remuneration consists of the share of profits of the reference year which will be distributed as dividend the following year, as proposed to the Annual General Meeting by the Board of Directors. In line with the previous year, for the current year the Board of Directors proposed to not distribute a dividend in 2023 (related to the 2022 financial year) and to use available resources to cover the loss for the year.

48 2020 includes a tax refund of $ 119m to which the subsidiary HMSHost Corporation was entitled, by offsetting the federal tax loss incurred in 2020 as a result of the Covid-19 pandemic against the taxable income of prior years since 2015, according to the carry-back mechanism introduced in 2020 by US tax law. It was also possible to carry forward net operating losses for state tax purposes, for an additional deferred tax benefit of $ 17m that was likewise recognized in the 2020 income statement.

## TAX RESPONSIBILITY

| Tax responsibility | Personnel at 31.12.2021 by area (no.) | Revenue - total by area (€k) | Income tax paid (cash accounting method) (€k) | Income tax accrued (€k) |
|---|---|---|---|---|
| **Italy** | | | | |
| Italy | 6,063 | 1,178,762 | 76 | 898 |
| **Other European countries** | | | | |
| Austria | | | 2 | 2 |
| Belgium | | | 11 | 11 |
| France | | | -38 | 93 |
| Germany | | | 113 | 75 |
| Greece | 3,703 | 415,205 | 0 | 7 |
| Slovenia | | | 0 | 0 |
| Spain | | | 0 | 0 |
| Switzerland | | | 1,212 | 194 |
| Czech Republic | | | 0 | 0 |
| Poland | | | 0 | 0 |
| **International** | | | | |
| United Arab Emirates | | | 0 | 0 |
| Australia | | | 0 | 0 |
| China | | | 0 | 0 |
| Denmark | | | 0 | 0 |
| Finland | | | 0 | 16 |
| India | | | 27 | 0 |
| Indonesia | | | 15 | 0 |
| Ireland | | | 0 | 0 |
| Turkey | | | 93 | 249 |
| Malaysia | 5,378 | 229,291 | -19 | 0 |
| Netherlands | | | 332 | 0 |
| New Zealand | | | -75 | 0 |
| Norway | | | 0 | 0 |
| Russia | | | 79 | 77 |
| Sweden | | | 2 | 99 |
| United Kingdom | | | 74 | 5 |
| Vietnam | | | 31 | 32 |
| Singapore | | | 0 | 0 |
| Maldives | | | 0 | 0 |
| Qatar | | | 0 | 0 |
| **North America** | | | | |
| Canada | 15,801 | 2,033,113 | -1,690 | 0 |
| United States | | | 51,248 | 48,297 |

Figures refer to 2021. More specifically, taxes paid and accrued are drawn from the Country-by-Country Report (information transferred to the ultimate parent company, Edizione S.p.A., which is responsible for filing with the tax authorities), while data on revenue comes from the 2020 Annual Report ("Operating segments" section).

| | (no.) | (€k) | | |
|---|---|---|---|---|
| **Tax responsibility** | **Personnel at 31.12.2020 by area** | **Revenue - total by area** | **Income tax paid (cash accounting method)** | **Income tax accrued** |
| **Italy** | | | | |
| Italy | 7,871 | 898,010 | (5,625) | 306 |
| **Other European countries** | | | | |
| Austria | 5,627 | 369,619 | 2 | 2 |
| Belgium | | | (299) | - |
| France | | | 795 | 700 |
| Germany | | | (879) | - |
| Greece | | | 23 | - |
| Slovenia | | | (4) | - |
| Spain | | | - | - |
| Switzerland | | | 1,922 | 89 |
| Czech Republic | | | - | - |
| Poland | | | - | - |
| **International** | | | | |
| United Arab Emirates | 5,932 | 266,139 | - | - |
| Australia | | | - | - |
| China | | | - | - |
| Denmark | | | - | - |
| Finland | | | - | - |
| India | | | 191 | 485 |
| Indonesia | | | 2 | - |
| Ireland | | | - | 2 |
| Turkey | | | 68 | 43 |
| Malaysia | | | 33 | - |
| Netherlands | | | (4,852) | - |
| New Zealand | | | - | - |
| Norway | | | - | - |
| Russia | | | 31 | 10 |
| Sweden | | | (369) | - |
| United Kingdom | | | - | - |
| Vietnam | | | 796 | 428 |
| Singapore | | | - | - |
| Maldives | | | - | - |
| Qatar | | | - | - |
| **North America** | | | | |
| Canada | 11,662 | 1,388,231 | 18,923 | 133 |
| United States | | | (8,732) | - |

Figures refer to 2020. More specifically, taxes paid and accrued are drawn from the Country-by-Country Report (information transferred to the ultimate parent company, Edizione S.p.A., which is responsible for filing with the tax authorities), while data on revenue comes from the 2020 Annual Report ("Operating segments" section).

# SOCIAL AND ENVIRONMENTAL DATA

## PERSONNEL BY AGE, GENDER, AND PROFESSIONAL CATEGORY

| | 2022 | | | | 2021 | | | | 2020 | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| (no.) | North America | Europe | Interna-tional | Total | North America | Europe | Interna-tional | Total | North America | Europe | Interna-tional | Total |
| **Total workforce** | **22,825** | **14,484** | **8,589** | **45,898** | **16,590** | **12,638** | **5,411** | **34,639** | **11,662** | **13,498** | **5,932** | **31,092** |
| Of which: women | 14,277 | 9,077 | 4,074 | 27,428 | 10,502 | 8,124 | 2,569 | 21,195 | 7,423 | 8,650 | 2,891 | 18,964 |
| | *63%* | *63%* | *47%* | *60%* | *63%* | *64%* | *47%* | *61%* | *64%* | *64%* | *49%* | *61%* |
| **OFFICES** | **375** | **578** | **509** | **1,462** | **313** | **535** | **400** | **1,248** | **276** | **611** | **481** | **1,368** |
| **Top managers** | **14** | **34** | **37** | **85** | **14** | **36** | **39** | **89** | **16** | **37** | **41** | **94** |
| Women | 4 | 8 | 11 | 23 | 4 | 10 | 11 | 25 | 4 | 7 | 9 | 20 |
| < 30 years | - | - | - | - | - | - | - | - | - | - | - | - |
| 30-50 years | - | 18 | 19 | 37 | - | 16 | 19 | 35 | - | 19 | 23 | 42 |
| > 50 years | 14 | 16 | 18 | 48 | 14 | 20 | 20 | 54 | 16 | 18 | 18 | 52 |
| **Senior managers** | **76** | **59** | **37** | **172** | **65** | **50** | **37** | **152** | **63** | **48** | **49** | **160** |
| Women | 26 | 21 | 12 | 59 | 24 | 16 | 11 | 51 | 23 | 14 | 19 | 56 |
| < 30 years | - | - | 1 | 1 | - | - | 1 | 1 | - | - | 1 | 1 |
| 30-50 years | 28 | 32 | 28 | 88 | 22 | 31 | 30 | 83 | 24 | 31 | 38 | 93 |
| > 50 years | 48 | 27 | 8 | 83 | 43 | 19 | 6 | 68 | 39 | 17 | 10 | 66 |
| **Managers** | **124** | **146** | **122** | **392** | **109** | **124** | **109** | **342** | **98** | **147** | **125** | **370** |
| Women | 59 | 84 | 58 | 201 | 51 | 64 | 56 | 171 | 45 | 77 | 58 | 180 |
| < 30 years | 2 | 9 | 13 | 24 | 1 | 6 | 8 | 15 | 1 | 3 | 17 | 21 |
| 30-50 years | 75 | 89 | 92 | 256 | 66 | 81 | 85 | 232 | 60 | 96 | 95 | 251 |
| > 50 years | 47 | 48 | 17 | 112 | 42 | 37 | 16 | 95 | 37 | 48 | 13 | 98 |
| **White collars** | **161** | **339** | **313** | **813** | **125** | **325** | **215** | **665** | **99** | **379** | **266** | **744** |
| Women | 99 | 208 | 176 | 483 | 81 | 207 | 117 | 405 | 65 | 236 | 136 | 437 |
| < 30 years | 21 | 62 | 110 | 193 | 8 | 28 | 63 | 99 | 9 | 37 | 79 | 125 |
| 30-50 years | 81 | 153 | 184 | 418 | 67 | 178 | 139 | 384 | 51 | 208 | 171 | 430 |
| > 50 years | 59 | 124 | 19 | 202 | 50 | 119 | 13 | 182 | 39 | 134 | 16 | 189 |
| **STORES** | **22,450** | **13,906** | **8,080** | **44,436** | **16,277** | **12,103** | **5,011** | **33,391** | **11,386** | **12,887** | **5,451** | **29,724** |
| **Area managers** | **145** | **50** | **65** | **260** | **129** | **52** | **73** | **254** | **131** | **67** | **70** | **268** |
| Women | 53 | 11 | 10 | 74 | 43 | 13 | 13 | 69 | 43 | 15 | 15 | 73 |
| < 30 years | - | - | 2 | 2 | - | - | 2 | 2 | 1 | 1 | 4 | 6 |
| 30-50 years | 78 | 30 | 56 | 164 | 71 | 35 | 62 | 168 | 63 | 42 | 62 | 167 |
| > 50 years | 67 | 20 | 7 | 94 | 58 | 17 | 9 | 84 | 67 | 24 | 4 | 95 |
| **Store managers** | **833** | **448** | **234** | **1,515** | **684** | **479** | **178** | **1,341** | **505** | **503** | **221** | **1,229** |
| Women | 452 | 187 | 96 | 735 | 363 | 185 | 75 | 623 | 249 | 187 | 87 | 523 |
| < 30 years | 123 | 16 | 22 | 161 | 89 | 16 | 22 | 127 | 51 | 17 | 46 | 114 |
| 30-50 years | 493 | 283 | 190 | 966 | 404 | 322 | 139 | 865 | 303 | 345 | 160 | 808 |
| > 50 years | 217 | 149 | 22 | 388 | 191 | 141 | 17 | 349 | 151 | 141 | 15 | 307 |
| **Assistant managers** | **347** | **583** | **279** | **1,209** | **252** | **488** | **207** | **947** | **289** | **495** | **237** | **1,021** |
| Women | 136 | 330 | 110 | 576 | 110 | 280 | 71 | 461 | 140 | 271 | 90 | 501 |
| < 30 years | 39 | 104 | 90 | 233 | 23 | 92 | 53 | 168 | 22 | 62 | 80 | 164 |
| 30-50 years | 210 | 338 | 170 | 718 | 154 | 280 | 142 | 576 | 187 | 303 | 145 | 635 |
| > 50 years | 98 | 141 | 19 | 258 | 75 | 116 | 12 | 203 | 80 | 130 | 12 | 222 |
| **Unit heads** | **1,841** | **1,716** | **1,260** | **4,817** | **1,547** | **1,680** | **952** | **4,179** | **841** | **1,938** | **1,074** | **3,853** |

| (no.) | 2022 North America | 2022 Europe | 2022 Interna-tional | 2022 Total | 2021 North America | 2021 Europe | 2021 Interna-tional | 2021 Total | 2020 North America | 2020 Europe | 2020 Interna-tional | 2020 Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Women | 1,224 | 1,041 | 627 | 2,892 | 994 | 1,035 | 517 | 2,546 | 592 | 1,178 | 569 | 2,339 |
| < 30 years | 618 | 246 | 518 | 1,382 | 534 | 192 | 395 | 1,121 | 254 | 237 | 509 | 1,000 |
| 30-50 years | 914 | 1,011 | 661 | 2,586 | 729 | 1,063 | 503 | 2,295 | 405 | 1,240 | 516 | 2,161 |
| > 50 years | 309 | 459 | 81 | 849 | 284 | 425 | 54 | 763 | 182 | 461 | 49 | 692 |
| **Multiservice operators** | **19,284** | **11,109** | **6,242** | **36,635** | **13,665** | **9,404** | **3,601** | **26,670** | **9,620** | **9,884** | **3,849** | **23,353** |
| Women | 12,224 | 7,187 | 2,974 | 22,385 | 8,832 | 6,314 | 1,698 | 16,844 | 6,262 | 6,665 | 1,908 | 14,835 |
| < 30 years | 7,579 | 2,922 | 4,496 | 14,997 | 4,536 | 1,830 | 2,374 | 8,740 | 2,948 | 1,555 | 2,504 | 7,007 |
| 30-50 years | 7,163 | 5,175 | 1,430 | 13,768 | 5,336 | 5,057 | 1,009 | 11,402 | 3,655 | 5,708 | 1,100 | 10,463 |
| > 50 years | 4,542 | 3,012 | 316 | 7,870 | 3,793 | 2,517 | 218 | 6,528 | 3,017 | 2,621 | 245 | 5,883 |
| **Protected categories/ personnel with disabilities** | **n.a.** | **397** | **64** | **461** | **n.a.** | **397** | **42** | **439** | **n.a.** | **447** | **48** | **495** |

These figures are a snapshot of the Group's workforce at 31 December 2022. For North America, information on personnel in protected categories is not available because of privacy laws.

## PERSONNEL BY TYPE OF CONTRACT[49]

| (no.) | 2022 North America | 2022 Europe | 2022 Interna-tional | 2022 Total | 2021 North America | 2021 Europe | 2021 Interna-tional | 2021 Total | 2020 North America | 2020 Europe | 2020 Interna-tional | 2020 Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Total workforce** | **22,825** | **14,484** | **8,589** | **45,898** | **16,590** | **12,638** | **5,411** | **34,639** | **11,662** | **13,498** | **5,932** | **31,092** |
| Of which: women | 14,277 | 9,077 | 4,074 | 27,428 | 10,502 | 8,124 | 2,569 | 21,195 | 7,423 | 8,650 | 2,891 | 18,964 |
| | 63% | 63% | 47% | 60% | 63% | 64% | 47% | 61% | 64% | 64% | 49% | 61% |
| **Permanent** | **22,825** | **11,881** | **4,189** | **38,895** | **16,590** | **11,497** | **3,360** | **31,447** | **11,662** | **13,229** | **4,206** | **29,097** |
| Of which: women | 14,277 | 7,585 | 2,211 | 24,073 | 10,502 | 7,469 | 1,862 | 19,833 | 7,423 | 8,496 | 2,326 | **18,245** |
| **Temporary** | **n.a.** | **1,972** | **4,230** | **6,202** | **n.a.** | **1,141** | **2,051** | **3,192** | **-** | **269** | **1,726** | **1,995** |
| Of which: women | n.a. | 1,115 | 1,765 | 2,880 | n.a. | 655 | 707 | 1,362 | - | 154 | 565 | **719** |
| **Full time** | **-** | **631** | **170** | **801** | | | | | | | | |
| Of which: women | - | 377 | 98 | 475 | | | | | | | | |
| **Part time** | **19,887** | **5,659** | **5,609** | **31,155** | **14,502** | **5,341** | **3,625** | **23,468** | **9,895** | **6,131** | **3,973** | **19,999** |
| Of which: women | 12,258 | 2,927 | 2,245 | 17,430 | 9,000 | 2,793 | 1,346 | 13,139 | 6,231 | 3,163 | 1,595 | **10,989** |
| **Part-time personnel** | **2,938** | **8,194** | **2,810** | **13,942** | **2,088** | **7,297** | **1,786** | **11,171** | **1,767** | **7,367** | **1,959** | **11,093** |
| Of which: women | 2,019 | 5,773 | 1,731 | 9,523 | 1,502 | 5,331 | 1,223 | 8,056 | 1,192 | 5,487 | 1,296 | **7,975** |

49 The "temporary" category does not apply to employees in North America, who are classified according to current legislation by which both parties can terminate employment at any time ("at-will employment").

**PER CAPITA TRAINING HOURS BY PERSONNEL CATEGORY[50]**

| Group (hours) | 2022 | 2021 | 2020 |
|---|---|---|---|
| **OFFICES** | | | |
| **Top managers** | **12.1** | **7.8** | **6.2** |
| Women | 11.7 | 4.8 | 10.3 |
| Men | 12.3 | 8.9 | 5.1 |
| **Senior managers** | **14.5** | **19.7** | **7.6** |
| Women | 20.0 | 22.8 | 16.0 |
| Men | 11.7 | 18.2 | 3.6 |
| **Managers** | **14.3** | **73.3** | **9.5** |
| Women | 14.8 | 76.9 | 11.8 |
| Men | 13.7 | 69.7 | 7.4 |
| **White collars** | **13.5** | **49.8** | **5.2** |
| Women | 12.9 | 62.2 | 5.5 |
| Men | 14.4 | 31.1 | 4.9 |

| | 2022 | 2021 | 2020 |
|---|---|---|---|
| **STORES** | | | |
| **Area managers** | **59.2** | **72.8** | **11.8** |
| Women | 62.7 | 85.9 | 11.7 |
| Men | 57.8 | 68.4 | 11.8 |
| **Store managers** | **63.0** | **72.0** | **12.7** |
| Women | 68.2 | 81.2 | 8.8 |
| Men | 58.1 | 64.4 | 15.5 |
| **Assistant Managers** | **55.4** | **45.0** | **13.1** |
| Women | 50.6 | 38.7 | 12.0 |
| Men | 59.7 | 50.8 | 14.0 |
| **Unit heads** | **43.4** | **44.2** | **8.8** |
| Women | 43.7 | 45.6 | 8.2 |
| Men | 43.0 | 42.1 | 9.6 |
| **Multiservice operators** | **39.9** | **36.5** | **6.0** |
| Women | 40.1 | 36.7 | 5.3 |
| Men | 39.5 | 36.2 | 7.4 |

At headquarters, professional development (especially for top managers) often takes place in the form of workshops, conferences and seminars which are not subject to reporting and are therefore not included in the above numbers.

50 The figures available as of this writing are partially estimated on the basis of the individual training plan for new hires. They do not include figures for Autogrill Austria as temporarily unavailable. It should also be noted that continuous training is often provided in the points of sale, which is not always systematically tracked.

## PERCENTAGE OF PERSONNEL WHO RECEIVE PERIODIC REVIEWS OF PERFORMANCE AND PROFESSIONAL DEVELOPMENT[51]

| | 2022 | | | |
|---|---|---|---|---|
| (ore) | North America | Europe | Interna-tional | Total |
| **OFFICES** | | | | |
| **Top managers** | | | | |
| Women | MBO | MBO | MBO | MBO |
| Men | MBO | MBO | MBO | MBO |
| **Senior managers** | **98%** | **77%** | **97%** | **91%** |
| Women | 100% | 56% | 100% | 85% |
| Men | 98% | 88% | 96% | 94% |
| **Managers** | **88%** | **100%** | **88%** | **92%** |
| Women | 79% | 100% | 93% | 92% |
| Men | 97% | 100% | 83% | 93% |
| **White collars** | **86%** | **100%** | **87%** | **92%** |
| Women | 91% | 100% | 89% | 94% |
| Men | 80% | 100% | 85% | 90% |

| | 2022 | | | |
|---|---|---|---|---|
| | North America | Europe | Interna-tional | Total |
| **STORES** | | | | |
| **Area managers** | **98%** | **95%** | **91%** | **95%** |
| Women | 98% | 89% | 70% | 92% |
| Men | 98% | 97% | 95% | 96% |
| **Store managers** | **89%** | **75%** | **65%** | **81%** |
| Women | 89% | 64% | 57% | 79% |
| Men | 89% | 81% | 70% | 83% |
| **Assistant managers** | **86%** | **63%** | **65%** | **71%** |
| Women | 90% | 58% | 67% | 68% |
| Men | 84% | 71% | 64% | 73% |
| **Unit heads** | **67%** | **84%** | **41%** | **65%** |
| Women | 68% | 82% | 39% | 66% |
| Men | 64% | 87% | 44% | 64% |
| **Multiservice operators** | **1%** | **10%** | **39%** | **10%** |
| Women | 1% | 9% | 42% | 9% |
| Men | 1% | 12% | 37% | 13% |

| | 2021 | | | |
|---|---|---|---|---|
| (ore) | North America | Europe | Interna-tional | Total |
| **OFFICES** | | | | |
| **Top managers** | | | | |
| Women | MBO | MBO | MBO | MBO |
| Men | MBO | MBO | MBO | MBO |
| **Senior managers** | **100%** | **43%** | **91%** | **81%** |
| Women | 100% | 27% | 82% | 74% |
| Men | 100% | 50% | 96% | 85% |
| **Managers** | **91%** | **61%** | **96%** | **83%** |
| Women | 90% | 56% | 94% | 80% |
| Men | 93% | 67% | 98% | 86% |
| **White collars** | **91%** | **84%** | **97%** | **89%** |
| Women | 89% | 80% | 96% | 87% |
| Men | 93% | 90% | 98% | 93% |

| | 2021 | | | |
|---|---|---|---|---|
| | North America | Europe | Interna-tional | Total |
| **STORES** | | | | |
| **Area managers** | **94%** | **100%** | **98%** | **96%** |
| Women | 94% | 100% | 100% | 96% |
| Men | 95% | 100% | 98% | 97% |
| **Store managers** | **87%** | **91%** | **87%** | **88%** |
| Women | 86% | 90% | 85% | 87% |
| Men | 87% | 92% | 88% | 89% |
| **Assistant managers** | **77%** | **81%** | **88%** | **81%** |
| Women | 79% | 81% | 81% | 80% |
| Men | 76% | 81% | 92% | 82% |
| **Unit heads** | **52%** | **82%** | **86%** | **72%** |
| Women | 52% | 81% | 87% | 72% |
| Men | 51% | 84% | 85% | 73% |
| **Multiservice operators** | **1%** | **11%** | **85%** | **14%** |
| Women | 1% | 10% | 85% | 13% |
| Men | 1% | 12% | 87% | 16% |

51 Calculated considering the employees assessed under the performance review process who were still employed as of 31 December, for countries with an existing performance review system. Figures do not include some minor countries such as Austria, Slovenia, Belgium, and Greece as for European Business Unit, nor do they include Stellar Partners Inc. Some figures have been estimated

Most of the change in the percentage of store personnel who received performance reviews reflects turnover trends, especially in countries that only give reviews once an individual has been working for at least six months. Data for top managers is not included because it refers to a management by objectives (MBO) approach that differs from the performance review programs in place for other personnel. See the Remuneration Report for further information.

## NEW HIRES AND DEPARTURES

| | 2022 | | | | 2021 | | | | 2020 | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | North America | Europe | International | Total | North America | Europe | International | Total | North America | Europe | International | Total |
| **Hires (no.)** | **26,581** | **16,208** | **7,978** | **50,767** | **15,444** | **4,600** | **2,894** | **22,938** | **7,115** | **1,960** | **1,969** | **11,044** |
| Women | 17,466 | 9,436 | 3,860 | 30,762 | 9,950 | 2,642 | 1,394 | 13,986 | 4,556 | 1,082 | 1,002 | 6,640 |
| Men | 9,115 | 6,772 | 4,118 | 20,005 | 5,494 | 1,958 | 1,500 | 8,952 | 2,559 | 878 | 967 | 4,404 |
| < 30 years | 16,571 | 11,622 | 6,073 | 34,266 | 7,853 | 2,976 | 2,342 | 13,171 | 4,480 | 1,276 | 1,595 | 7,351 |
| 30-50 years | 7,610 | 3,379 | 1,636 | 12,625 | 5,337 | 1,340 | 494 | 7,171 | 1,861 | 587 | 344 | 2,792 |
| > 50 years | 2,400 | 1,207 | 269 | 3,876 | 2,254 | 284 | 58 | 2,596 | 774 | 97 | 30 | 901 |
| | | | | | | | | | | | | |
| **Departures (no.)** | **20,350** | **15,530** | **4,941** | **40,821** | **8,848** | **4,796** | **3,451** | **17,095** | **27,645** | **5,524** | **8,045** | **41,214** |
| Women | 13,660 | 9,153 | 2,482 | 25,295 | 5,922 | 2,705 | 1,737 | 10,364 | 17,083 | 3,172 | 4,137 | 24,392 |
| Men | 6,690 | 6,377 | 2,459 | 15,526 | 2,926 | 2,091 | 1,714 | 6,731 | 10,562 | 2,352 | 3,908 | 16,822 |
| < 30 years | 12,706 | 11,083 | 3,807 | 27,596 | 4,919 | 2,596 | 2,517 | 10,032 | 13,231 | 2,708 | 5,964 | 21,903 |
| 30-50 years | 5,722 | 3,168 | 955 | 9,845 | 2,886 | 1,597 | 829 | 5,312 | 9,429 | 2,208 | 1,900 | 13,537 |
| > 50 years | 1,922 | 1,279 | 179 | 3,380 | 1,043 | 603 | 105 | 1,751 | 4,985 | 608 | 181 | 5,774 |
| | | | | | | | | | | | | |
| **Turnover, incoming (%)** | **116%** | **112%** | **93%** | **111%** | **93%** | **36%** | **53%** | **66%** | **57%** | **15%** | **33%** | **35%** |
| Women | 122% | 65% | 95% | 112% | 95% | 33% | 54% | 66% | 57% | 13% | 35% | 34% |
| Men | 107% | 125% | 91% | 108% | 90% | 43% | 53% | 67% | 58% | 18% | 32% | 36% |
| < 30 years | 198% | 346% | 116% | 202% | 151% | 138% | 80% | 128% | 124% | 67% | 49% | 84% |
| 30-50 years | 84% | 47% | 58% | 66% | 78% | 19% | 23% | 45% | 37% | 7% | 15% | 18% |
| > 50 years | 44% | 30% | 53% | 39% | 50% | 8% | 16% | 31% | 20% | 3% | 8% | 12% |
| | | | | | | | | | | | | |
| **Turnover, outgoing (%)** | **89%** | **107%** | **58%** | **89%** | **53%** | **38%** | **64%** | **49%** | **237%** | **41%** | **136%** | **133%** |
| Women | 96% | 101% | 61% | 92% | 56% | 33% | 68% | 49% | 230% | 37% | 143% | 129% |
| Men | 78% | 118% | 54% | 84% | 48% | 46% | 60% | 50% | 249% | 49% | 129% | 139% |
| < 30 years | 152% | 330% | 72% | 162% | 95% | 120% | 86% | 98% | 403% | 142% | 184% | 260% |
| 30-50 years | 63% | 44% | 34% | 52% | 42% | 23% | 39% | 33% | 199% | 28% | 82% | 90% |
| > 50 years | 36% | 32% | 35% | 34% | 23% | 18% | 29% | 21% | 137% | 17% | 47% | 76% |

Percentages represent personnel turnover rates (incoming and outgoing) and are calculated in relation to the total number of personnel for each area, gender, and age range. The differences in turnover rates across regions is explained by diverse trends in the markets and in Group operations, which in some countries continued to be affected by the public health emergency.

## INJURY RATES[52]

| | 2022 | | | | 2021 | | | | 2020 | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | North America | Europe | International | Total | North America | Europe | International | Total | North America | Europe | International | Total |
| **Workplace injuries (no.)** | **643** | **538** | **349** | **1,530** | **408** | **351** | **115** | **874** | **299** | **335** | **96** | **730** |
| Women | 432 | 323 | 154 | 909 | 267 | 218 | 58 | 543 | 170 | 212 | 49 | 431 |
| Men | 211 | 215 | 195 | 621 | 141 | 133 | 57 | 331 | 129 | 123 | 47 | 299 |
| **Injury rate** | **24.49** | **30.13** | **33.27** | **28.02** | **24.19** | **26.16** | **20.66** | **24.38** | **17.25** | **28.10** | **12.60** | **19.80** |
| Women | 27.32 | 30.23 | 33.73 | 29.27 | 26.48 | 27.46 | 24.50 | 26.63 | 16.51 | 30.02 | 14.06 | 20.66 |
| Men | 20.19 | 29.97 | 32.91 | 26.37 | 20.79 | 24.27 | 17.82 | 21.41 | 18.34 | 25.31 | 11.32 | 18.68 |
| **Serious injuries (no.)** | **7** | **-** | **-** | **7** | **4** | **-** | **-** | **4** | **-** | **-** | **-** | **-** |
| Women | 6 | - | - | 6 | 3 | - | - | 3 | - | - | - | - |
| Men | 1 | - | - | 1 | 1 | - | - | 1 | - | - | - | - |
| **Serious injury rate** | **0.27** | **-** | **-** | **0.13** | **0.24** | **-** | **-** | **0.11** | **-** | **-** | **-** | **-** |
| Women | 0.38 | - | - | 0.19 | 0.30 | - | - | 0.15 | - | - | - | - |
| Men | 0.10 | - | - | 0.04 | 0.15 | - | - | 0.06 | - | - | - | - |
| **Deaths (no.)** | **-** | **-** | **-** | **-** | **-** | **1** | **-** | **1** | **-** | **-** | **-** | **-** |
| Women | - | - | - | - | - | 1 | - | 1 | - | - | - | - |
| Men | - | - | - | - | - | - | - | - | - | - | - | - |
| **Death rate** | **-** | **-** | **-** | **-** | **-** | **0.07** | **-** | **0.03** | **-** | **-** | **-** | **-** |
| Women | - | - | - | - | - | 0.13 | - | 0.05 | - | - | - | - |
| Men | - | - | - | - | - | - | - | - | - | - | - | - |

Injury and death rates include workplace incidents only (not commuting accidents).
Injury rate: [(total number of injuries + total number of deaths)/total hours worked] x 1,000,000
Serious injury rate: (total number of serious injuries/total hours worked) x 1,000,000
Death rate: (total number of deaths/total hours worked) x 1,000,000

## DONATIONS BY TYPE AND REGION

| | 2022 | | | | 2021 | | | | 2020 | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Donations (€) | North America | Europe | International | Total | North America | Europe | International | Total | North America | Europe | International | Total |
| Direct donations | 48,193 | 425,391 | 16,525 | 490,109 | - | 143,934 | 28,511 | 172,445 | - | 61,929 | 87,217 | 149,146 |
| Indirect donations | 384,598 | - | 1,266 | 385,864 | 179,667 | 5,000 | 1,009 | 185,676 | 280,160 | - | 2,897 | 283,057 |
| Donations in kind | 1,277,250 | 177,703 | 13,288 | 1,468,241 | 1,104,467 | 303,641 | 3,900 | 1,412,008 | 2,542,715 | 606,340 | 70,137 | 3,219,192 |
| **Total** | 1,710,041 | 603,094 | 31,079 | 2,344,214 | **1,284,134** | **452,575** | **33,420** | **1,770,129** | **2,822,875** | **668,269** | **160,251** | **3,651,395** |

52 The perimeter does not include Stellar Partners and Canada in any of the three reporting periods.

## ENVIRONMENT – ENERGY CONSUMPTION AND EMISSIONS[53]

| | | 2022 | | | 2021 | | | 2020 | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Europe | International | Total | Europe | International | Total | North America | Europe | International | Total |
| **Offices + stores** | | | | | | | | | | | |
| **Total direct energy consumption** | **GJ** | **95,140** | **4,996** | **100.136** | **93,162** | **3,244** | **96,406** | **153,388** | **92,612** | **9,259** | **255,259** |
| From non-renewable sources: | | | | | | | | | | | |
| Natural gas | $m^3$ | 1,180,062 | - | 1,180,062 | 1,173,395 | 19,395 | 1,192,790 | 2,788,346 | 1,083,957 | 102,774 | 3,975,077 |
| Diesel | l | 613,980 | 4,964 | 618,944 | 732,911 | 992 | 733,903 | - | 735,658 | 2,322 | 737,980 |
| LPG | l | 52,716 | 125,477 | 178,193 | 54,674 | 58,387 | 113,061 | 1,643,097 | 161,012 | 150,042 | 1,954,151 |
| Propane | t | 24 | - | 24 | | | | | | | |
| By vehicle fleet: | | | | | | | | | | | |
| Gasoline | l | 84,905 | 32,259 | 117,166 | 37,123 | 20,676 | 57,799 | - | 13,363 | 26,140 | 39,503 |
| Diesel | l | 503,820 | 10,621 | 514,441 | 415,612 | 4,760 | 420,372 | - | 445,472 | 6,637 | 452,109 |
| LPG | l | 44 | - | 44 | | | | | | | |
| Biogas | kg | - | 749 | 749 | - | 792 | 792 | - | - | 917 | 917 |
| Methane | kg | 264 | - | 264 | | | | | | | |
| | | | | | | | | | | | |
| **Total indirect energy consumption** | **GJ** | **619,356** | **97,578** | **716,934** | **563,553** | **62,960** | **626,513** | **177,350** | **571,884** | **80,722** | **829,956** |
| **Electricity** | MWh | 172,044 | 26,872 | 198,916 | | | | | | | |
| From non-renewable sources | MWh | 164,568 | 21,450 | 186,018 | 149,885 | 12,577 | 162,462 | 49,264 | 151,944 | 17,926 | 219,134 |
| From renewable sources | MWh | 7,476 | 5,422 | 12,898 | 6,657 | 4,237 | 10,894 | - | 6,913 | 3,941 | 10,854 |
| Thermal energy | MWh | - | 233 | 233 | | | | | | | |
| From non-renewable sources | MWh | - | 233 | 233 | - | 675 | 675 | - | - | 555 | 555 |
| | | | | | | | | | | | |
| Emissions | $t\ CO_{2e}$ | 5,578 | 305 | 5,883 | 5,424 | 190 | 5,614 | 8,195 | 5,479 | 521 | 14,195 |
| Total direct emissions (Scope 1) | $t\ CO_{2e}$ | 4,105 | 208 | 4,313 | 4,298 | 133 | 4,431 | 8,195 | 4,316 | 447 | 12,958 |
| By vehicle fleet:[54] | $t\ CO_{2e}$ | 1,473 | 97 | 1,570 | 1,126 | 57 | 1,183 | - | 1,163 | 74 | 1,237 |
| **Total indirect emissions (Scope 2 – location-based)** | $t\ CO_2$ | **45,594** | **13,273** | **58,867** | **41,219** | **8,418** | **49,637** | **19,656** | **43,599** | **11,528** | **74,783** |
| Electricity | $t\ CO_2$ | 45,594 | 13,233 | 58,827 | 41,219 | 8,303 | 49,522 | 19,656 | 43,599 | 11,432 | 74,687 |
| Thermal energy | $t\ CO_{2e}$ | - | 40 | 40 | - | 115 | 115 | - | - | 96 | 96 |
| **Total indirect emissions (Scope 2 – market-based)** | $t\ CO_2$ | **63,864** | **11,337** | **75,201** | - | - | - | - | - | - | - |
| Electricity | $t\ CO_2$ | 63,864 | 11,297 | 75,161 | - | - | - | - | - | - | - |
| Thermal energy | $t\ CO_{2e}$ | - | 40 | 40 | - | - | - | - | - | - | - |

53 Scope 2 emissions are calculated, starting this year, with both the location-based methodology and the market-based methodology. Direct emissions and indirect emissions deriving from thermal energy are shown in tons of $CO_{2eq}$. Indirect emissions deriving from electricity consumption are instead shown in tons of CO2 in line with the emission factors available; however, the percentage of methane and nitrous oxide has a negligible impact on total GHG emissions ($CO_{2eq}$) as can be deduced from the reference technical literature.

54 Scope 1 emissions relating to biogas consumption were calculated using an emission factor of 0.00068691 $tCO_{2e}$/t for 2020, 0.00068793 $tCO_{2e}$/t for 2021 and 0.00068844 $tCO_{2e}$/t for 2022 (respectively DEFRA 2020, 2021 and 2022) considering zero the value of CO2 emissions while taking into account the values for N2O and CH4 emissions. To complete the reporting, $CO_2$ emissions deriving from the biogas combustion process are considered out of scope and not included in Scope 1 reporting perimeter.

Data on direct and indirect energy consumption refers mainly to headquarters and motorway locations, where utilities are contracted directly by the Group. For Europe in particular, the motorway channel accounts for 94% of direct energy consumption and 79% of indirect consumption, where the Group will concentrate its efforts to reduce greenhouse gas emissions. The trend in consumption is closely correlated with the Group's business volumes in the different countries, which recovered in 2022 in all areas. At locations where utilities are included in the rent, it is not always possible to know how much is consumed; these locations, therefore, will continue to be excluded from reporting perimeter.

This limitation applies mainly to airports and malls in North America; however, considering that the Group no longer has motorway operations in North America, that business unit is fully excluded from environmental reporting starting in 2021.

The factors used to compute indirect emissions from electricity were published by TERNA for indirect emissions related to electricity and calculated with the location-based methodology (complete with emissions factors by country), by Association of Issuing Bodies (AIB) European Residual Mixes for indirect emissions related to electricity calculated through market-based methodology while for direct emissions and indirect emissions from thermal energy the Group relied on the Department for Business, Energy & Industrial Strategy (BEIS).

## ENVIRONMENT – WASTE DISPOSAL

### DISPOSAL METHODS – EUROPE[55]

| | | 2022 | | | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Disposal method – stores | | Pericolosi | Non pericolosi | Total | Pericolosi | Non pericolosi | Total | Pericolosi | Non pericolosi | Total |
| **Waste generated** | | **16.2** | **23,708.1** | **23,724.3** | **8.5** | **21,367.4** | **21,375.9** | **13.7** | **18,632.4** | **18,646.0** |
| Of which recovered | | 10.4 | 7,782.7 | 7,793.1 | 4.2 | 6,806.5 | 6,810.7 | 7.1 | 5,519.1 | 5,526.2 |
| Recycled | | 10.4 | 7,782.7 | 7,793.1 | 4.2 | 6,806.5 | 6,810.7 | 7.1 | 5,519.1 | 5,526.2 |
| Of which disposed | | 5.8 | 15,925.4 | 15,931.2 | 4.3 | 14,560.9 | 14,565.2 | 6.6 | 13,113.3 | 13,119.9 |
| Landfill | t | - | 7,160.5 | 7,160.5 | - | 6,552.6 | 6,552.6 | - | 8,127.7 | 8,127.7 |
| Incenerator – with energy recover | | - | 925.0 | 925.0 | - | - | - | - | - | - |
| Incenerator – without energy recover | | 5.8 | 7,696.9 | 7,702.7 | 4.3 | 8,008.3 | 8,012.6 | 6.6 | 4,985.6 | 4,992.2 |
| Other disposal methods | | - | 143.0 | 143.0 | - | - | - | - | - | - |

55 Data relating to waste disposal methods have been restated in line with the new GRI Standard 306: Waste 2020

| Type of waste - stores | uom | Europe 2022 | 2021 |
| --- | --- | --- | --- |
| **Hazardous waste [56]** | | **16.2** | **8.5** |
| | | | |
| **Non-hazardous waste** | | **23.708.1** | **21,367.4** |
| Paper | t | 2,642.1 | 2,212.6 |
| Plastic | t | 89.0 | 282.7 |
| Food scraps | t | 1,732.9 | 1,327.3 |
| Glass | t | 213.4 | 158.1 |
| Cooking oil | t | 223.1 | 174.1 |
| Generic waste | t | 16,352.9 | 15,478.8 |
| Other | t | 2,454.7 | 1,733.8 |

Because of the particularities of the Group's business, waste disposal data can only cover locations where the Group uses a private waste management firm. To give a more complete picture of the reporting area, since 2018 the Group has provided some estimates, mostly in the Italian motorway channel for waste collected by local public operators. The change in performance over the three-year period should therefore be interpreted in light of the constant improvement in the calculation method. International and North American locations are not included because waste management is primarily handled by the infrastructure operators.

56 Hazardous waste includes electronic devices, batteries, waste oils, oil filters, absorbent materials, and packaging containing hazardous substances (produced by the oil business).

# MATERIAL TOPICS AND IMPACTS

Below is a description of the Autogrill Group's material topics. As required by the GRI Standards 2021, for each topic we list the positive and negative, actual and potential impacts generated by the Group on the economy, environment, people, and their human rights which were rated as significant via the updated materiality analysis (inside-out perspective). We also report the risks and opportunities that might influence the Group's results and performance, identified as significant during an initial voluntary, qualitative "double materiality" exercise (outside-in perspective).

| Material topics | Inside-out impacts | Outside-in impacts |
|---|---|---|
| **Employee engagement, talent development & retention**<br>Encourage people to engage throughout the organization by listening to and understanding their needs. Attract, develop, and retain talent in order to cultivate the leaders of tomorrow. | **Positive:** Professional growth, improved performance, and employee satisfaction thanks to solid training, development, and welfare plans that are constantly updated and designed to foster effort, loyalty, and work-life balance.<br><br>**Negative:** Lack of professional growth and employee dissatisfaction due to obsolete and/or inadequate development and training programs and insufficient attention to employee engagement and wellbeing. | **Opportunity:** Maintain strong employee competencies, engagement, and satisfaction, with positive consequences for productivity, company performance, and talent retention.<br><br>**Risk:** Loss of key personnel as a result of inadequate recruitment, training, development, maintenance, and wellness plans, with negative consequences on productivity and business performance. |
| **Diversity, equal opportunities & inclusion**<br>Support diversity by fostering an inclusive working environment and incorporate a culture of DE&I throughout the organization, to develop a diverse, inclusive leadership. | **Positive:** Create and spread an inclusive culture in which stakeholders are satisfied and fulfilled, while reducing potential episodes of discrimination and unequal treatment in the workplace.<br><br>**Negative:** A non-inclusive workplace that has a negative impact on employees due to episodes of discrimination and unequal treatment. | **Opportunity:** Maintain high levels of employee motivation and satisfaction by creating an inclusive culture in the workplace, with positive consequences on productivity and business performance.<br><br>**Risk:** Inability to meet the diversity and inclusion expectations of consumers, employees, and the market and possible episodes of harassment, discrimination, and unequal treatment, with negative consequences on reputation. |
| **Customer experience**<br>Provide travelers around the world with the best experiences in the industry, by listening to their needs and constantly improving services and products. | **Positive:** Better customer satisfaction thanks to improved quality of service and customer experience, including through the use of digital technologies.<br><br>**Negative:** Dissatisfied customers due to the failure to listen to their needs and expectations and potential loss and/or leak of confidential data. | **Opportunity:** Grow solid relationships with consumers thanks to outstanding customer experience and engagement, including through digital channels, with positive consequences on business performance.<br><br>**Risk:** Inability to meet consumers' expectations and achieve internal customer experience and engagement objectives, with negative consequences on business performance. |
| **Health and safety**<br>Strengthen the culture of health and safety in the workplace through training and prevention programs designed to protect physical and mental wellbeing and reduce occupational injuries. | **Positive:** Strengthen the culture of health and safety in the workplace through awareness courses and prevention programs that go beyond legal requirements, with positive effects on employees' physical and mental health.<br><br>**Negative:** Occupational accidents with serious consequences, inadequate handling of pandemics, and underestimation of the psychosocial risks of workplace stress. | **Risk:** Inadequacy of procedures, processes, and controls for identifying/mitigating the risks to occupational health and safety and for ensuring regulatory compliance, with economic and reputational consequences. |
| **Fair labour practices**<br>Foster respect for human rights and workers' rights along the entire value chain, including collective bargaining, and prevent regulatory infractions. | **Positive:** Protection and promotion of human rights and workers' rights (e.g. collective bargaining) along the value chain.<br><br>**Negative:** Infringement of human rights and workers' rights (e.g. collective bargaining) along the value chain. | **Risk:** Strikes and labour disputes due to infringement of human rights/workers' rights and relevant legislation along the value chain, with negative consequences on business performance and reputation. |
| **Food quality & safety**<br>Provide the highest product quality and safety standards, in all of the Group's sales channels. | **Positive:** Promote consumer health and safety by ensuring compliance with food safety regulations, standards, and procedures and increasing satisfaction with product quality.<br><br>**Negative:** Impact on human health due to non-compliance with food safety rules, standards, and procedures; customer dissatisfaction due to insufficient product quality. | **Opportunity:** Achievement of internationally recognized food quality and safety standards, with positive consequences on business performance and reputation.<br><br>**Risk:** Inadequate assurance of the health, safety, and quality of food products sold, with negative consequences on business performance and reputation. |

| Material topics | Inside-out impacts | Outside-in impacts |
|---|---|---|
| **Product choice, nutrition & transparency**<br>Increase consumers' awareness of the nutritional values of foods and offer alternative choices, including plant-based and healthy menu options. | **Positive:** Customer satisfaction and wellbeing through the promotion of good nutrition, a wider range of healthy and plant-based foods, and transparent communication (marketing and labelling).<br><br>**Negative:** Customer dissatisfaction due to an insufficient range of healthy and plant-based foods. | **Opportunity:** Increased demand from consumers and the market for healthy and plant-based foods, with positive consequences on business performance and reputation.<br><br>**Risk:** Customer dissatisfaction due to an insufficient range of healthy and plant-based foods and non-compliance with transparency in communication laws (marketing & labelling), with negative consequences on reputation and business performance. |
| **Responsible sourcing**<br>Ensure a sustainable, ethical supply chain by working with local producers to generate positive impacts. Adopt responsible practices in the selection of raw materials and resources. | **Positive:** Creation and consolidation of a responsible supply chain attentive to socio-environmental aspects, the traceability of raw materials, and support for local producers.<br><br>**Negative:** Social and environmental harm caused by the sourcing of raw materials, including with regard to deforestation and animal welfare. | **Opportunity:** Maintain a responsible supply chain attentive to socio-environmental needs, including through the development of synergies with partners along the value chain, with positive consequences on reputation.<br><br>**Risk:** Insufficient monitoring of suppliers' socio-environmental performance, failure to reach responsible sourcing goals, and costs for increased monitoring along the supply chain, with negative consequences on performance and reputation. |
| **Innovation**<br>Contribute to innovation within the industry by working with experts and other players for the research and development of innovative products and services. | **Positive:** Contribute to innovation within the industry by working with experts and competitors in the development of innovative products and services | **Opportunity:** Capacity to seize business opportunities for product and service innovation, including through collaboration with experts and competitors, with positive ramifications on business performance and positioning.<br><br>**Risk:** Inability to stay ahead of competitors with regard to new trends in product and service innovation, with negative consequences on market share and business performance. |
| **Energy, emissions & climate change**<br>Reduce Scope 1+2 greenhouse gas (GHG) emissions in the motorway channel and build sustainable and green stores by limiting resource use and environmental impact. | **Positive:** Reduction of greenhouse gas emissions through energy efficiency measures and the production and/or purchase of energy from certified renewable sources.<br><br>**Negative:** Generation of greenhouse gas emissions by operations along the value chain. | **Opportunity:** Use of renewable energies, energy efficiency measures, and capacity to seize opportunities associated with climate change, with positive consequences on business performance and reputation (lower costs, access to loans/incentives, reputation, green products).<br><br>**Risk:** Inability to handle energy sources efficiently and to mitigate climate change risks (extreme weather events, electric mobility, regulation), with negative consequences on business performance (costs, damage to assets, business continuity) and reputation. |
| **Waste management & packaging**<br>Use less virgin plastic in the packaging of guest products and contribute to the circular economy by reusing waste materials and equipment. | **Positive:** Reduce waste along the value chain through circular economy initiatives and reduce the environmental impact of packaging through the selection of materials (recycled, recyclable, reusable) and eco-design practices.<br><br>**Negative:** Environmental damage caused by waste, inadequate disposal/recycling, and exhaustion of natural resources used for packaging due to the use of materials that are difficult to recycle and disassemble. | **Opportunity:** Efficient waste management and reuse and reduction of the raw materials necessary for packaging, with positive consequences on costs and access to benefits (e.g. circular economy incentives).<br><br>**Risk:** Non-compliance with legislation on the production/disposal of waste and difficulties in the procurement of raw materials (costs, shortages), with negative consequences on business performance. |
| **Food waste**<br>Help reduce the amount of food and food scraps that are wasted in all countries served by the Group. | **Positive:** Reduction of food waste along the value chain and of its negative impact on the environment (e.g. greenhouse gas emissions, exhaustion of natural resources), including through the donation of excess food to local communities.<br><br>**Negative:** Increased production of scraps and wasted food along the value chain, with negative consequences on the environment (e.g. greenhouse gas emissions, exhaustion of natural resources). | **Opportunity:** Save money through lower use of materials, efficient inventory management, commercial opportunities, etc., with positive consequences on business performance.<br><br>**Risk:** Inefficient management of food inventories and overproduction (increase in food waste, etc.), with negative consequences on business performance (higher waste management costs, loss of revenue). |

# RECONCILIATION OF GRIs/MATERIAL TOPICS

| | | | Applies to: | |
|---|---|---|---|---|
| **Area** | **Topic** | **GRI disclosures** | **Where** | **Type of impact** |
| We nurture People | Employee engagement. talent development & retention | Employment<br>Training and education<br>Occupational Health and Safety | Autogrill Group, personnel | Direct |
| | Diversity, equal opportunities & inclusion | Diversity and Equal Opportunity<br>Non-discrimination | Autogrill Group, personnel | Direct |
| | Customer experience | n.a. | Autogrill Group, consumers | Direct |
| | Health and Safety | Occupational Health and Safety | Autogrill Group, personnel | Direct |
| | Fair labour practices | n.a. | Autogrill Group, personnel, supply chain | Direct and indirect |
| We offer sustainable Food Experiences | Food quality & safety | Customer Health and Safety | Autogrill Group, supply chain, consumers | Direct and indirect |
| | Product choice, nutrition & trasparency | Marketing and Labelling | Autogrill Group, consumers | Direct |
| | Responsible sourcing | Supplier Environmental Assessment<br>Supplier Social Assessment | Autogrill Group, supply chain, consumers | Direct and indirect |
| | Innovation | n.a. | Autogrill Group, consumers | Direct |
| We care for the Planet | Energy, emissions & climate change | Energy, Emissions | Autogrill Group, supply chain | Direct and indirect |
| | Food waste | n.a. | Autogrill Group, community | Direct and indirect |
| | Waste management & packaging | Waste | Autogrill Group, consumers, community | Direct and indirect |

For the material topics "Food waste", "Customer experience" and "Innovation" not directly and/or thoroughly associated with the GRI Standards, Autogrill reports its management approach. In accordance with what is indicated in the GRI Standards 2021, the topic of "Fair labor practices" is reported in the context of "GRI 2: General Disclosures".

# GRI CONTENT INDEX

The Autogrill Group's Consolidated Non-Financial Statement has been prepared in accordance with the GRI Standards 2021. The table below shows Group disclosures based on the GRI Standards published in 2021 by the Global Reporting Initiative, with reference to Autogrill's materiality analysis and pertaining to 2020, 2021, and 2022.

| | |
|---|---|
| Statement of use | The Autogrill Group reports "in accordance with GRI Standards" for the period from 1 January 2022 to 31 December 2022 |
| GRI 1 used | GRI 1: Foundation 2021 |
| Applicable GRI Sector Standards | N/A: The GRI Sector Standards for the food and beverage industry have not yet been published |

## UNIVERSAL STANDARDS

| GRI Standard | Location / Omission | Disclosure |
|---|---|---|
| **Organizational profile** | | |
| **GRI 2: General Disclosure 2021** | | |
| 2-1 | AR, Simplified Group structure and organizational structure<br>AR, Autogrill around the world<br>Centro Direzionale Milanofiori, Palazzo Z, Strada 5, 20089 Rozzano (MI) – Italy | Organizational details |
| 2-2 | Consolidated Financial Statements - List of consolidated companies and other investments<br>About the Non-Financial Statement | Entities included in the organization's sustainability reporting |
| 2-3 | About the Non-Financial Statement<br>IA&CSR department, Tel (+39) 02 48263490 | Reporting period, frequency and contact point |
| 2-4 | About the Non-Financial Statement | Restatements of information |
| 2-5 | Indepedent auditors' report | External assurance |
| 2-6 | AR, Autogrill at a glance<br>AR, Autogrill around the world<br>We offer sustainable Food Experiences - Responsible sourcing | Activities, value chain and other business relationships |
| 2-7 | We nurture People – Employee engagement, talent development & retention<br>Social and environmental data | Employees |
| 2-8 | We nurture People – Employee engagement, talent development & retention<br>Social and environmental data | Workers who are not employees |
| 2-9 | Sustainability governance<br>AR, Governance<br>CGR, Role of the Board of Directors; Internal board committees; Control, Risk and Corporate Governance Committee; Human Resources Committee; Nomination committee<br>AR, Other information | Governance structure and composition |
| 2-10 | AR, Governance<br>CGR, Board of Directors | Nomination and selection of the highest governance body |
| 2-11 | AR, Governance<br>CGR, Role of the Board of Directors; Tables | Chair of the highest governance body |
| 2-12 | Sustainability governance<br>AR, Governance<br>CGR, Role of the Board of Directors; Internal board committees | Role of the highest governance body in overseeing the management of impacts |
| 2-13 | Sustainability governance<br>AR, Governance<br>CGR, Internal board committees | Delegation of responsibility for managing impacts |
| 2-14 | Sustainability governance<br>AR, Governance | Role of the highest governance body in sustainability reporting |

| GRI Standard | Location / Omission | Disclosure |
|---|---|---|
| 2-15 | AR, Governance<br>CGR, Directors' interests and related-party transactions, Information on ownership as at the report date | Conflicts of interest |
| 2-16 | Group policies and guidelines<br>Sustainability governance<br>AR, Governance | Communication of critical concerns |
| 2-17 | AR, Governance<br>CGR, Role of the Board of Directors | Collective knowledge of the highest governance body |
| 2-18 | AR, Governance<br>CGR, Self-Evaluation and Succession of Director | Evaluation of the performance of the highest governance body |
| 2-19 | AR, Governance<br>CGR, Directors' Remuneration<br>Remuneration Report, Report on the remuneration policy and fees paid, description of the remuneration policy with regard to fixed and variable components and their weight as a percentage of total remuneration | Remuneration policies |
| 2-20 | AR, Governance<br>CGR, Directors' Remuneration, Human Resources Committee<br>Remuneration Report, Report on the remuneration policy and fees paid, parties involved in the drafting, approval and implementation of the remuneration policy | Process to determine remuneration |
| 2-21 | Autogrill operates in 30 countries around the world, with different levels of economic development which do not allow for a direct comparison of salaries. Autogrill constantly observes market data and external benchmarks, guaranteeing compliance with local collective agreements, current regulations and minimum wages; for this reason the Group envisages a periodic review of both fixed and variable remuneration based on the evolution of the context. For this reason, we do not consider the requested information relevant to assess the fairness of existing compensation structures | Annual total compensation ratio |
| 2-22 | AR, Letter to the stakeholders | Statement on sustainable development strategy |
| 2-23 | Group policies and guidelines | Policy commitments |
| 2-24 | Group policies and guidelines | Embedding policy commitments |
| 2-25 | Group policies and guidelines<br>We nurture People - Diversity, equal opportunities & inclusion | Processes to remediate negative impacts |
| 2-26 | Group policies and guidelines<br>We nurture People - Diversity, equal opportunities & inclusion | Mechanisms for seeking advice and raising concerns |
| 2-27 | In 2022 there were no significant incidents of non-compliance with laws and regulations | Compliance with laws and regulations |
| 2-28 | We nurture People - Diversity, equal opportunities & inclusion<br>We nurture People - Support for local communities<br>About the Non-Financial Statement<br>Our contribution to reaching the Sustainable Development Goals | Membership associations |
| 2-29 | Dialogue with stakeholders | Approach to stakeholder engagement |
| 2-30 | Fair labor practices and protection of human rights<br>Social and environmental data | Collective bargaining agreements |

**TOPIC SPECIFIC STANDARDS**

| GRI Standard | Location | Omission | Disclosure |
|---|---|---|---|
| **TEMI MATERIALI** | | | |
| **GRI 3: Material Topics 2021** | | | |
| 3-1 | Materiality analysis | | Process to determine material topics materiali |
| 3-2 | Materiality analysis<br>Material topics and impacts | | List of material topics |
| **Energy, emissions & climate change** | | | |
| **GRI 3: Material topics 2021** | | | |
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We care for the Planet - Energy, emissions & climate change | | Management of material topics |
| **GRI 302: Energy 2016** | | | |
| 302-1 | We care for the Planet - Energy, emissions & climate change<br>Social and environmental data | | Energy consumption within the organization |
| **GRI 305: Emissions 2016** | | | |
| 305-1 | We care for the Planet - Energy, emissions & climate change<br>Social and environmental data | | Direct (Scope 1) GHG emissions |
| 305-2 | We care for the Planet - Energy, emissions & climate change<br>Social and environmental data | | Energy indirect (Scope 2) GHG emissions |
| **Waste management and packaging** | | | |
| **GRI 3: Material topics 2021** | | | |
| 103-2 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We care for the Planet - Waste management & packaging | | Management of material topics |
| **GRI 306 Rifiuti 2020** | | | |
| 306-1 | We care for the Planet - Waste management & packaging<br>Social and environmental data | | Waste generation and significant waste-related impacts |
| 306-2 | We care for the Planet - Waste management & packaging<br>Social and environmental data | | Management of significant waste-related impacts |
| 306-3 | We care for the Planet - Waste management & packaging<br>Social and environmental data | | Waste generated |
| 306-4 | We care for the Planet - Waste management & packaging<br>Social and environmental data | | Waste diverted from disposal |
| 306-5 | We care for the Planet - Waste management & packaging<br>Social and environmental data | | Waste directed to disposal |
| **Employee engagement, talent development & retention** | | | |
| **GRI 3: Material topics 2021** | | | |
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Employee engagement, talent development & retention<br>We nurture People - Valorizzazione e valutazione delle competenze<br>We nurture People – Diversity, equal opportunities & inclusion | | Management of material topics |
| **GRI 401 Employment 2016** | | | |
| 401-1 | We nurture People - Employee engagement e talent attraction<br>Social and environmental data | | New employee hires and employee turnover |
| 401-2 | We nurture People - Employee engagement e talent attraction<br>Social and environmental data | | Benefits provided to full-time employees that are not provided to temporary or part-time employees |
| **GRI 404: Training and Education 2016** | | | |

| GRI Standard | Location | Omission | Disclosure |
|---|---|---|---|
| 404-1 | We nurture People - Training and development<br>Social and environmental data | | Average hours of training per year per employee |
| 404-2 | We nurture People - Training and development | | Programs for upgrading employee skills and transition assistance programs |
| **Health and safety** | | | |
| **GRI 3: Material topics 2021** | | | |
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Health and safety | | Management of material topics |
| **GRI 403: Health and safety sul lavoro 2018** | | | |
| 403-1 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Health and safety | | Occupational health and safety management system |
| 403-2 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Health and safety | | Hazard identification, risk assessment, and incident investigation |
| 403-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Health and safety | | Occupational health services |
| 403-4 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Health and safety | | Worker participation, consultation, and communication on occupational health and safety |
| 403-5 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Health and safety | | Worker training on occupational health and safety |
| 403-6 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Health and safety | | Promotion of worker health |
| 403-7 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Health and safety | | Prevention and mitigation of occupational health and safety impacts directly linked by business relationships |
| 403-9 | We nurture People - Health and safety<br>Social and environmental data | Data for external personnel is currently unavailable. | Work-related injuries |
| **Diversity, equal opportunities & inclusion** | | | |
| **GRI 3: Material topics 2021** | | | |
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Diversity, equal opportunities & inclusion | | Management of material topics |
| **GRI 405: Diversity and Equal Opportunity 2016** | | | |
| 405-1 | We nurture People - Diversity, equal opportunities & inclusion<br>Social and environmental data | | Diversity of governance bodies and employees |
| **GRI 406: Non-discrimination 2016** | | | |
| 406-1 | In 2022 there were no significant incidents of discrimination. Any complaints received through the dedicated channels were handled promptly by the units in charge | | Incidents of discrimination and corrective actions taken |
| **Responsible sourcing** | | | |
| **GRI 3: Material topics 2021** | | | |

| GRI Standard | Location | Omission | Disclosure |
|---|---|---|---|
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We offer sustainable Food Experiences - Responsible sourcing | | Management of material topics |
| **GRI 308: Supplier Environmental Assessment 2016** | | | |
| 308-1 | We offer sustainable Food Experiences - Responsible sourcing | Supplier selection and assessment are based on specific policies applied at the regional level; all suppliers must strictly comply with local laws and regulations as well as established quality control procedures The Group requires suppliers to sign onto its Code of Ethics and Gen-eral Purchasing Conditions. In addition, in 2022 the Group established a Supplier Code of Conduct, which includes the general standards and principles that the Group expects its suppliers to comply with. The Supplier Code of Conduct will be sent to suppliers for signature starting from 2023, making it possible to provide a precise indication of the number of new suppliers assessed | New suppliers that were screened using environmental criteria |
| **GRI 414: Supplier Social Assessment 2016** | | | |
| 414-1 | We offer sustainable Food Experiences - Responsible sourcing | Supplier selection and assessment are based on specific policies applied at the regional level; all suppliers must strictly comply with local laws and regulations as well as established quality control procedures The Group requires suppliers to sign onto its Code of Ethics and Gen-eral Purchasing Conditions. In addition, in 2022 the Group established a Supplier Code of Conduct, which includes the general standards and principles that the Group expects its suppliers to comply with. The Supplier Code of Conduct will be sent to suppliers for signature starting from 2023, making it possible to provide a precise indication of the number of new suppliers assessed. | New suppliers that were screened using social criteria |
| **Food quality & safety** | | | |
| **GRI 3: Material topics 2021** | | | |
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We offer sustainable Food Experiences - Food quality & safety | | Management of material topics |
| **GRI 416: Customer Health and Safety 2016** | | | |
| 416-1 | We offer sustainable Food Experiences - Food quality & safety | | Assessment of the health and safety impacts of product and service categories |
| **Product choice, nutrition & transparency** | | | |
| **GRI 3: Material topics 2021** | | | |
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We offer sustainable Food Experiences - Product choice, nutrition & transparency | | Management of material topics |
| **GRI 417: Marketing and labeling 2016** | | | |
| 417-3 | In 2022 there were no significant incidents of non-compliance | Casi di non conformità riguardanti comunicazioni di marketing | Incidents of non-compliance concerning marketing communications |
| **Fair labor practices** | | | |
| **GRI 3: Material topics 2021** | | | |

| GRI Standard | Location | Omission | Disclosure |
|---|---|---|---|
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People - Pratiche di lavoro eque e tutela dei diritti umani | | Management of material topics |
| **Food waste** | | | |
| **GRI 3: Material topics 2021** | | | |
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We care for the Planet – Food waste | | Management of material topics |
| **Customer experience** | | | |
| **GRI 3: Material topics 2021** | | | |
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We nurture People – Customer experience | | Management of material topics |
| **Innovation** | | | |
| **GRI 3: Material topics 2021** | | | |
| 3-3 | About the Non-Financial Statement<br>Approach to sustainability<br>Make It Happen – Shaping a better future<br>We offer sustainable Food Experiences – Digitalizzazione e innovazione | | Management of material topics |
| **OTHER PERFORMANCE INDICATORS GRI** | | | |
| **GRI 201: Economic Performance 2016** | | | |
| 201-1 | Social and environmental data | | Direct economic value generated and distributed |
| **GRI 205: Anti-corruption 2016** | | | |
| 205-3 | In 2022 there were no episodes of corruption | | Confirmed incidents of corruption and actions taken |
| **GRI 206: Anti-competitive Behavior 2016** | | | |
| 206-1 | In 2022 no legal action was taken against the Group for anti-competitive behavior, antitrust, and monopoly issues | | Legal actions for anti-competitive behavior, anti-trust, and monopoly practices |
| **GRI 207: Imposte 2019** | | | |
| 207-1 | AR, Governance - Policies and documents that guide our actions | | Approach to tax |
| 207-2 | AR, Governance - Policies and documents that guide our actions<br>AR, Risk management and control system | | Tax governance, control, and risk management |
| 207-3 | AR, Governance - Policies and documents that guide our actions | | Stakeholder engagement and management of concerns related |
| 207-4 | AR, Governance - Policies and documents that guide our actions<br>Social and environmental data | | Country-by-country reporting |
| **GRI 402: Relazioni tra lavoratori e management 2016** | | | |
| 402-1 | Social and environmental data | | Minimum notice periods regarding operational changes |

# INDEPENDENT AUDITORS' REPORT

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INDEPENDENT AUDITOR'S REPORT
ON THE CONSOLIDATED NON-FINANCIAL STATEMENT PURSUANT TO ARTICLE 3, PARAGRAPH 10 OF LEGISLATIVE DECREE No. 254 OF DECEMBER 30, 2016 AND ART. 5 OF CONSOB REGULATION N. 20267/2018

To the Board of Directors of
Autogrill S.p.A.

Pursuant to article 3, paragraph 10, of the Legislative Decree no. 254 of December 30, 2016 (hereinafter "Decree") and to article 5 of the CONSOB Regulation n. 20267/2018, we have carried out a limited assurance engagement on the Consolidated Non-Financial Statement of Autogrill S.p.A. (the "parent company") and its subsidiaries (hereinafter "Autogrill Group" or "Group") as of December 31, 2022 prepared on the basis of art. 4 of the Decree, presented in the specific section of the report on operations and approved by the Board of Directors on March 9, 2023 (hereinafter "NFS").

Our limited assurance engagement does not extend to the information required by art. 8 of the European Regulation 2020/852 included in the paragraph "EU Taxonomy".

**Responsibility of the Directors and the Board of Statutory Auditors for the NFS**

The Directors are responsible for the preparation of the NFS in accordance with articles 3 and 4 of the Decree and the "*Global Reporting Initiative Sustainability Reporting Standards*" established by GRI – Global Reporting Initiative (hereinafter "GRI Standards"), which they have identified as reporting framework.

The Directors are also responsible, within the terms established by law, for such internal control as they determine is necessary to enable the preparation of NFS that is free from material misstatement, whether due to fraud or error.

The Directors are moreover responsible for defining the contents of the NFS, within the topics specified in article 3, paragraph 1, of the Decree, taking into account the activities and characteristics of the Group, and to the extent necessary in order to ensure the understanding of the Group's activities, its trends, performance and the related impacts.

Finally, the Directors are responsible for defining the business management model and the organisation of the Group's activities as well as, with reference to the topics detected and reported in the NFS, for the policies pursued by the Group and for identifying and managing the risks generated or undertaken by the Group.

The Board of Statutory Auditors is responsible for overseeing, within the terms established by law, the compliance with the provisions set out in the Decree.

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**Auditor's Independence and quality control**

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. Our auditing firm applies International Standard on Quality Control 1 (ISQC Italia 1) and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Auditor's responsibility**

Our responsibility is to express our conclusion based on the procedures performed about the compliance of the NFS with the Decree and the GRI Standards. We conducted our work in accordance with the criteria established in the "*International Standard on Assurance Engagements ISAE 3000 (Revised) – Assurance Engagements Other than Audits or Reviews of Historical Financial Information*" (hereinafter "ISAE 3000 Revised"), issued by the *International Auditing and Assurance Standards Board* (IAASB) for limited assurance engagements. The standard requires that we plan and perform the engagement to obtain limited assurance whether the NFS is free from material misstatement. Therefore, the procedures performed in a limited assurance engagement are less than those performed in a reasonable assurance engagement in accordance with ISAE 3000 Revised, and, therefore, do not enable us to obtain assurance that we would become aware of all significant matters and events that might be identified in a reasonable assurance engagement.

The procedures performed on NFS are based on our professional judgement and included inquiries, primarily with company personnel responsible for the preparation of information included in the NFS, analysis of documents, recalculations and other procedures aimed to obtain evidence as appropriate.

Specifically we carried out the following procedures:

1. Analysis of relevant topics with reference to the Group's activities and characteristics disclosed in the NFS, in order to assess the reasonableness of the selection process in place in light of the provisions of art. 3 of the Decree and taking into account the adopted reporting standard.

2. Analysis and assessment of the identification criteria of the consolidation area, in order to assess its compliance with the Decree.
3. Comparison between the financial data and information included in the NFS with those included in the consolidated financial statements of the Autogrill Group.
4. Understanding of the following matters:

    - business management model of the Group's activities, with reference to the management of the topics specified by article 3 of the Decree;
    - policies adopted by the entity in connection with the topics specified by article 3 of the Decree, achieved results and related fundamental performance indicators;
    - main risks, generated and/or undertaken, in connection with the topics specified by article 3 of the Decree.

    Moreover, with reference to these matters, we carried out a comparison with the information contained in the NFS and the verifications described in the subsequent point 5, letter a).

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5. Understanding of the processes underlying the origination, recording and management of qualitative and quantitative material information included in the NFS.

   In particular, we carried out interviews and discussions with the management of Autogrill S.p.A., Autogrill Italia S.p.A. e con il personale di Nuova Sidap S.r.l., HMSHost Corporation, Stellar Partners Inc., Host International of Canada Ltd, HMSHost UK Ltd. as well as carrying out limited documentary verifications, in order to gather information about the processes and procedures which support the collection, aggregation, elaboration and transmittal of non-financial data and information to the department responsible for the preparation of the NFS.

   In addition, for material information, taking into consideration the Group's activities and characteristics:

   - at the parent company's and subsidiaries' level:
     - with regards to qualitative information included in the NFS, and specifically with reference to the business management model, policies applied and main risks, we carried out interviews and gathered supporting documentation in order to verify its consistency with the available evidence;
     - with regards to quantitative information, we carried out both analytical procedures and limited verifications in order to ensure, on a sample basis, the correct aggregation of data.
   - for Autogrill Italia S.p.A., Nuova Sidap S.r.l., HMSHost Corporation, Stellar Partners Inc., Host International of Canada Ltd, HMSHost UK Ltd., which we selected based on their activities, their contribution to the performance indicators at the consolidated level and their location, we carried out call conferences, during which we have met their management and have gathered supporting documentation with reference to the correct application of procedures and calculation methods used for the indicators.

Conclusion

Based on the work performed, nothing has come to our attention that causes us to believe that the NFS of the Autogrill Group as of December 31, 2022 is not prepared, in all material aspects, in accordance with articles 3 and 4 of the Decree and the GRI Standards.

Our conclusion on the NFS does not extend to the information required by art. 8 of the European Regulation 2020/852 included in the paragraph "EU Taxonomy".

DELOITTE & TOUCHE S.p.A.

Signed by
**Umberto Zanetti**
Partner

Milan, Italy
March 9, 2023

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


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# OTHER INFORMATION

## CORPORATE GOVERNANCE

All information on this subject is included in the Corporate Governance Report, prepared in accordance with Art. 123 *bis* of Legislative Decree 58 of 24 February 1998 and approved by the Board of Directors along with the annual report. It is available at Autogrill's headquarters and secondary office, at the online market storage site www.1info.it, and on the Group's website, www.autogrill.com (Governance section).

## MANAGEMENT AND COORDINATION

At its meeting of 18 January 2007, the Board of Directors had established that there were no conditions whereby Autogrill would be subject to the management and coordination of the parent, Schema Beta S.p.A. (previously Schematrentaquattro S.p.A., hereafter "Schema Beta"), pursuant to Art. 2497 bis of the Italian Civil Code.

In 2017, Autogrill S.p.A. began a process to evaluate whether the reasons for its decision of 18 January 2007 still applied. In a resolution of 28 September 2017, the Board of Directors confirmed the absence of elements that would suggest management and coordination by the direct parent, Schema Beta S.p.A., or by the ultimate parent, Edizione S.r.l. (hereafter "Edizione", which became a joint-stock company on 25 January 2022 and is now called Edizione S.p.A.), including in light of the following considerations:

1. the Company defined its own budgets and/or strategic, business and financial plans and carries them out independently;
2. the Company did not receive, and was not in any way subject to, directives or instructions in matters of finance or lending and borrowing;
3. commercial strategies were freely and independently assessed by the Board of Directors of the Company, which negotiated in full autonomy with customers and suppliers;
4. the Company was not subject to group policies for the purchase of goods or services in the market;
5. the Company did not receive directives or instructions with regarding to acquisitions and disposals;
6. the Company was not a party to any cash pooling agreement or other support or coordination arrangements of a financial nature;
7. the Company did not receive, and is in no way subject to, directives concerning extraordinary operations and/or investment initiatives;
8. the Company had independently drawn up and approved the organizational chart of Autogrill S.p.A. and the Autogrill Group; and
9. the Company had no obligation to comply with codes of conduct or policies imposed by Schema Beta or other companies held by Edizione.

At its meeting of 6 February 2023, the Board of Directors noted that due to the transfer by Schema Beta to Dufry AG ("Dufry") of its 50.3% interest in Autogrill, under the Combination Agreement signed on 11 July 2022 by Dufry and Edizione/Schema Beta, Autogrill is now under the management and coordination of Dufry pursuant to Arts. 2497 et. seq. of the Italian Civil Code starting from 6 February 2023.

## INTERCOMPANY AND RELATED PARTY TRANSACTIONS

Transactions with the related parties, including intercompany transactions, do not qualify as atypical or unusual and fall within the normal course of business. They are conducted in the interests of Group companies on an arm's length basis.

See the section "Other information" in the Notes for further information on related party transactions, including the specific disclosures required by Consob Resolution 17221 of 12 March 2010, as amended. Autogrill S.p.A.'s procedures for related party transactions can be consulted on its website (www.autogrill.com – Governance/Related Parties section).

## STATEMENT PURSUANT TO ART. 2.6.2(7) OF THE REGULATIONS FOR MARKETS ORGANIZED AND MANAGED BY BORSA ITALIANA S.P.A.

In respect of Art. 15 of Consob Regulation no. 20249 of 28 December 2017 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 consolidated financial statements, we report that two companies fall under these provisions (HMSHost Corporation and Host International Inc.), that suitable procedures have been adopted to ensure total compliance with said rules, and that the conditions stated in Art. 15 have been satisfied.

## RESEARCH AND DEVELOPMENT

The Group did not perform research and development during the year.

## TREASURY SHARES

At 31 December 2022 Autogrill S.p.A. owned 3,181,641 treasury shares (unchanged since the end of 2020), with a carrying amount of €13,042k and an average carrying amount of €4.10 per share. No treasury shares were purchased or disposed of in 2022.

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.

## SIGNIFICANT NON-RECURRING EVENTS AND TRANSACTIONS

In 2022, 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. For the information related to the transfer to Dufry of the majority shareholding held in Autogrill S.p.A. by Schema Beta S.p.A occurred on 3 February 2023, refer to the paragraph "Extraordinary transaction negotiated between Edizione and Dufry".

## ATYPICAL OR UNUSUAL TRANSACTIONS

In 2022 there were no atypical and/or unusual transactions as defined by CONSOB Communication DEM/6064293 of 28 July 2006. See, respectively, Note XXVI and Section 3 of the Notes for information on the capital increase and the disposal of the US motorway business, which fall within the Group's ordinary operations.

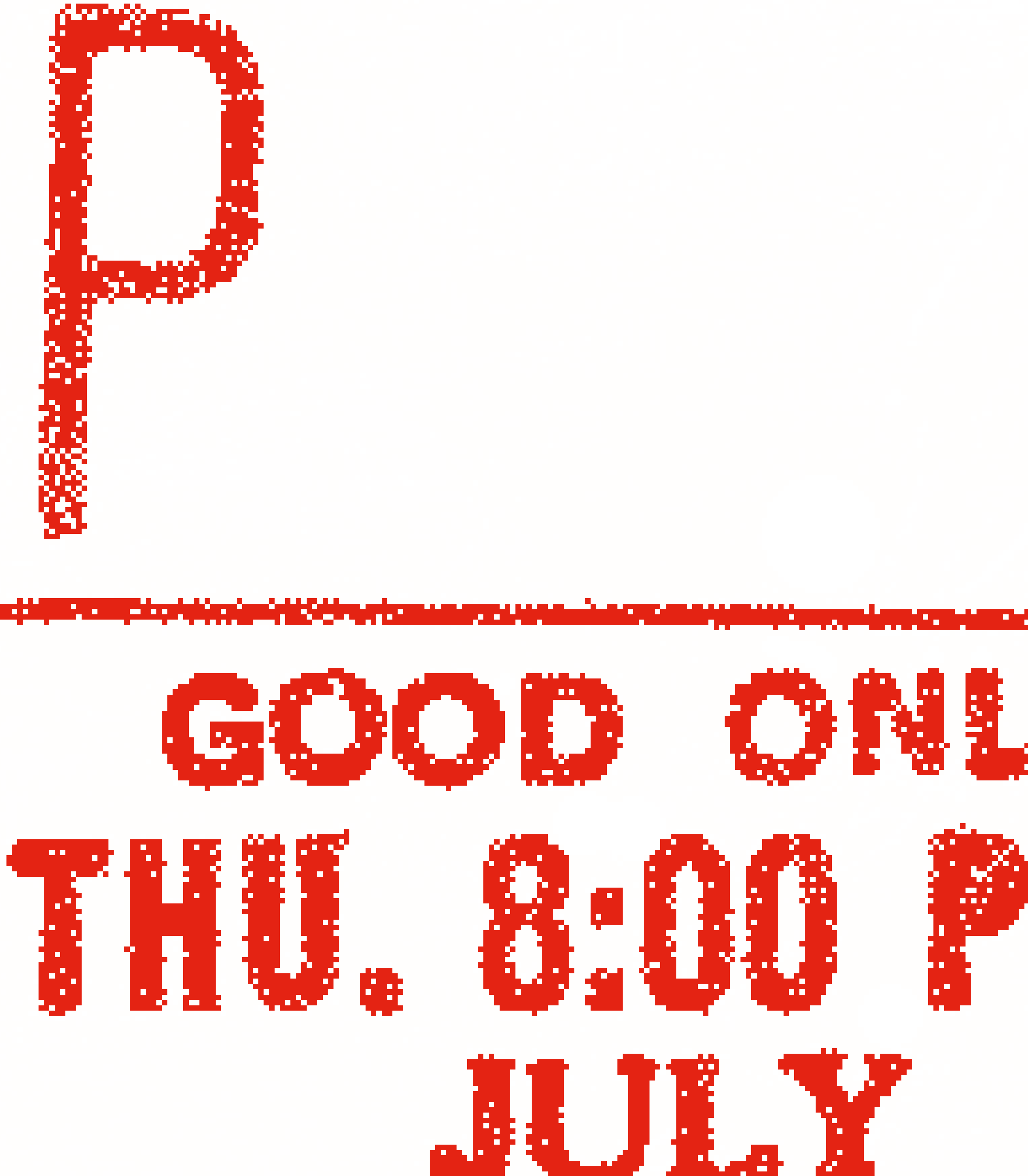
## INFORMATION PURSUANT TO ARTS. 70 AND 71 OF CONSOB REGULATION NO. 11971/1999

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 exempts companies from issuing the public 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. The disposal of the US motorway business, finalized in July 2021, and therefore affecting the comparative figures, is in any case not a large enough transaction to require a written disclosure document pursuant to the above regulatory clauses.

## RECONCILIATION BETWEEN PARENT AND CONSOLIDATED EQUITY

| (€k) | Equity at 31.12.2021 | Changes in equity | Profit (loss) for the year 2022 | Equity at 31.12.2022 |
|---|---|---|---|---|
| **Autogrill S.p.A. separate financial statements** | **961,660** | **5,758** | **(49,116)** | **918,302** |
| Effect of the consolidation of subsidiaries' financial statements and related deferred taxation | (94,943) | 9,081 | (4,541) | (90,403) |
| Translation reserve | 56,436 | 26,460 | - | 82,896 |
| **Group consolidated financial statements** | **923,153** | **41,299** | **(53,657)** | **910,795** |
| Equity attributable to non-controlling interests | 51,002 | (27,589) | 33,732 | 57,145 |
| **Total consolidated equity** | **974,155** | **13,710** | **(19,925)** | **967,940** |

# 2. CONSOLIDATED FINANCIAL STATEMENTS



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# CONSOLIDATED ACCOUNTS

# STATEMENT OF FINANCIAL POSITION

| Notes | (€k) | 31.12.2022 | Of which related parties | 31.12.2021 | Of which related parties |
|---|---|---|---|---|---|
| | **ASSETS** | | | | |
| | **Current assets** | **863,106** | | **745,011** | |
| I | Cash and cash equivalents | 531,946 | | 343,208 | |
| XII | Lease receivables | 15,614 | | 15,964 | |
| II | Other financial assets | 41,834 | 1,947 | 36,340 | |
| III | Tax assets | 795 | | 68,013 | |
| IV | Other receivables | 88,961 | 1,318 | 119,172 | 6,423 |
| V | Trade receivables | 50,665 | 25 | 45,774 | 1,338 |
| VI | Inventories | 133,291 | | 116,540 | |
| | **Non-current assets** | **3,275,228** | | **3,373,886** | |
| VII | Property, plant and equipment | 800,122 | | 778,193 | |
| VIII | Right-of-use assets | 1,385,059 | | 1,487,463 | |
| IX | Goodwill | 844,202 | | 816,944 | |
| X | Other intangible assets | 89,089 | | 92,917 | |
| XI | Investments | 5,325 | | 961 | |
| XII | Lease receivables | 58,840 | | 59,890 | |
| XIII | Other financial assets | 34,533 | | 30,895 | |
| XIV | Deferred tax assets | 50,312 | | 62,279 | |
| XV | Other receivables | 7,746 | | 44,344 | |
| | **Assets classified as held for sale** | - | | - | |
| | **TOTAL ASSETS** | **4,138,334** | | **4,118,897** | |
| | | | | | |
| | **LIABILITIES AND EQUITY** | | | | |
| | **LIABILITIES** | **3,170,393** | | **3,144,742** | |
| | **Current liabilities** | **1,705,134** | | **1,107,466** | |
| XVI | Trade payables | 416,193 | 10,284 | 357,609 | 47,584 |
| XVII | Tax liabilities | 6,354 | | 1,164 | |
| XVIII | Other payables | 389,564 | 8,237 | 378,993 | 16,360 |
| XXI | Bank loans and borrowings | 559,461 | | 38,121 | |
| XXII | Lease liabilities | 308,764 | 8,619 | 309,098 | 39,917 |
| XIX | Other financial liabilities | 3,507 | | 1,589 | |
| XXV | Provision for risks and charges | 21,291 | 2,000 | 20,892 | |
| | **Non-current liabilities** | **1,465,259** | | **2,037,276** | |
| XX | Other payables | 19,188 | | 16,166 | |
| XXI | Loans, net of current portion | 28,316 | | 544,244 | |
| XXII | Lease liabilities | 1,339,031 | 36,031 | 1,383,163 | 268,867 |
| XXIII | Other financial liabilities | 922 | | 922 | |
| XIV | Deferred tax liabilities | 9,903 | | 16,243 | |
| XXIV | Defined benefit plans | 31,202 | | 44,905 | |
| XXV | Provision for risks and charges | 36,697 | | 31,633 | |
| | **Liabilities classified as held for sale** | - | | - | |
| **XXVI** | **EQUITY** | **967,941** | | **974,155** | |
| | – attributable to owners of the Parent | 910,795 | | 923,153 | |
| | – attributable to non-controlling interests | 57,146 | | 51,002 | |
| | **TOTAL LIABILITIES AND EQUITY** | **4,138,334** | | **4,118,897** | |

# INCOME STATEMENT

| Notes | (€k) | Full Year 2022 | Of which related parties | Full Year 2021 | Of which related parties |
|---|---|---|---|---|---|
| XXVII | Revenue | 4,461,359 | | 2,882,634 | |
| XXVIII | Other operating income | 225,723 | 538 | 177,028 | 935 |
| | **Total revenue and other operating income** | **4,687,082** | | **3,059,662** | |
| XXIX | Raw materials, supplies and goods | (1,644,329) | | (1,169,964) | (156) |
| XXX | Personnel expense | (1,370,898) | (8,507) | (820,079) | (8,094) |
| XXXI | Leases, rentals, concessions and royalties | (469,996) | (16,648) | (151,978) | (5,980) |
| XXXII | Other operating expense | (574,428) | (6,048) | (395,606) | (10,197) |
| XXXIII | Depreciation and amortization | (513,364) | | (522,362) | |
| XXXIII | Impairment losses on property, plant and equipment, intangible assets and right-of-use assets | (39,256) | | (14,593) | |
| XXXIV | Gain (Loss) on operating activity disposal | (1,723) | | 133,550 | |
| | **Operating profit (loss)** | **73,088** | | **118,630** | |
| XXXV | Financial income | 10,345 | 43 | 7,124 | |
| XXXV | Financial expense | (69,576) | (2,468) | (108,049) | (5,552) |
| XI | Share of the profit (loss) of equity method investments | 654 | | 122 | |
| XXXVI | Revaluations (write-down) of financial assets | (1,929) | | 1,634 | |
| | **Pre-tax profit (loss)** | **12,582** | | **19,461** | |
| XXXVII | Income tax | (32,507) | | (39,976) | |
| | **Profit (loss) for the year** | **(19,925)** | | **(20,515)** | |
| | Profit (loss) for the year attributable to: | | | | |
| | – owners of the Parent | (53,657) | | (37,846) | |
| | – non-controlling interests | 33,732 | | 17,331 | |
| **XXXVIII** | **Earnings per share (in € )** | | | | |
| | – basic | -0.1405 | | -0.1192 | |
| | – diluted | -0.1405 | | -0.1192 | |

# STATEMENT OF COMPREHENSIVE INCOME

| Notes | (€k) | Full Year 2022 | Full Year 2021 |
|---|---|---|---|
| | **Profit (loss) for the year** | **(19,925)** | **(20,515)** |
| | **Items that will never be reclassified to profit or loss** | | |
| XXVI | Remeasurements of the defined benefit (liabilities) asset | 9,507 | 5,584 |
| XXVI | Tax effect on items that will never be reclassified to profit or loss | (2,572) | (1,069) |
| | **Items that will never be reclassified to profit or loss** | **6,935** | **4,515** |
| | **Items that may be subsequently reclassified to profit or loss** | | |
| XXVI | Equity-accounted investee - share of other comprehensive income | (234) | - |
| XXVI | Foreign currency translation differences for foreign operations | 29,500 | 37,633 |
| XXVI | Gain (loss) on net investment hedge | 151 | 39 |
| XXVI | Tax effect on items that may be subsequently reclassified to profit or loss | (78) | (3) |
| | **Items that may be subsequently reclassified to profit or loss** | **29,339** | **37,669** |
| | **Total comprehensive income for the year** | **16,349** | **21,669** |
| | – attributable to owners of the Parent | (20,262) | 71 |
| | – attributable to non-controlling interests | 36,611 | 21,598 |

# STATEMENT OF CHANGES IN EQUITY

| (Nota XXVI)<br>(k€) | Share capital | Legal reserve | Translation reserve | Share premium reserve | Other reserve and retained earnings | Treasury shares | Profit (loss) for the year | Equity attributable to owners of the Parent | Equity attributable to non-controlling interests |
|---|---|---|---|---|---|---|---|---|---|
| **31.12.2021** | **145,762** | **13,738** | **56,436** | **502,317** | **255,788** | **(13,042)** | **(37,846)** | **923,153** | **51,002** |
| **Total other comprehensive income (loss) for the year** | | | | | | | | | |
| Profit (loss) for the year | - | - | - | - | - | - | (53,657) | (53,657) | 33,732 |
| Foreign currency translation differences for foreign operations and other movements | - | - | 26,621 | - | - | - | - | 26,621 | 2,879 |
| Gain (loss) on net investment hedge, net of the tax effect | - | - | 73 | - | - | - | - | 73 | - |
| Equity-accounted investee - share of other comprehensive income | - | - | (234) | - | - | - | - | (234) | - |
| Remeasurements of the defined benefit (liabilities) asset, net of the tax effect | - | - | - | - | 6,935 | - | - | 6,935 | - |
| **Total other comprehensive income (loss) for the year** | **-** | **-** | **26,460** | **-** | **6,935** | **-** | **(53,657)** | **(20,262)** | **36,611** |
| **Transaction with owners of the Parent, recognised directly in equity** | | | | | | | | | |
| **Contributions by and distributions to owners of the Parent** | | | | | | | | | |
| Stock options | - | - | - | - | 6,713 | - | - | 6,713 | - |
| Allocation of 2021 result to reserves | - | - | - | - | (37,846) | - | 37,846 | - | - |
| Capital increase | - | - | - | (1,047) | - | - | - | (1,047) | - |
| Relationship with minority partners | - | - | - | - | - | - | - | - | (30,865) |
| Other movements | - | - | - | - | 2,238 | - | - | 2,238 | 398 |
| **Total contributions by and distributions to owners of the Parent** | **-** | **-** | **-** | **(1,047)** | **(28,895)** | **-** | **37,846** | **7,904** | **(30,467)** |
| **Total transactions with owners of the Parent** | **-** | **-** | **-** | **(1,047)** | **(28,895)** | **-** | **37,846** | **7,904** | **(30,467)** |
| **31.12.2022** | **145,762** | **13,738** | **82,896** | **501,270** | **233,828** | **(13,042)** | **(53,657)** | **910,795** | **57,146** |

| (€k) | Share capital | Legal reserve | Translation reserve | Share premium reserve | Other reserve and retained earnings | Treasury shares | Profit (loss) for the year | Equity attributable to owners of the Parent | Equity attributable to non-controlling interests |
|---|---|---|---|---|---|---|---|---|---|
| **31.12.2020** | **68,688** | **13,738** | **23,034** | **-** | **727,261** | **(13,042)** | **(479,868)** | **339,811** | **59,881** |
| **Total other comprehensive income (loss) for the year** | | | | | | | | | |
| Profit (loss) for the year | - | - | - | - | - | - | (37,846) | (37,846) | 17,331 |
| Foreign currency translation differences for foreign operations and other movements | - | - | 33,366 | - | - | - | - | 33,366 | 4,267 |
| Gain (loss) on net investment hedge, net of the tax effect | - | - | 36 | - | - | - | - | 36 | - |
| Remeasurements of the defined benefit (liabilities) asset, net of the tax effect | - | - | - | - | 4,515 | - | - | 4,515 | - |
| **Total other comprehensive income (loss) for the year** | **-** | **-** | **33,402** | **-** | **4,515** | **-** | **(37,846)** | **71** | **21,598** |
| **Transaction with owners of the Parent, recognised directly in equity** | | | | | | | | | |
| **Contributions by and distributions to owners of the Parent** | | | | | | | | | |
| Stock options | - | - | - | - | 2,887 | - | - | 2,887 | - |
| Allocation of 2020 result to reserves | - | - | - | - | (479,868) | - | 479,868 | - | - |
| Capital increase | 77,074 | - | - | 502,317 | - | - | - | 579,391 | - |
| Relationship with minority partners | - | - | - | - | - | - | - | - | (30,477) |
| Other movements | - | - | - | - | 993 | - | - | 993 | - |
| **Total contributions by and distributions to owners of the Parent** | **77,074** | **-** | **-** | **502,317** | **(475,988)** | **-** | **479,868** | **583,271** | **(30,477)** |
| **Total transactions with owners of the Parent** | **77,074** | **-** | **-** | **502,317** | **(475,988)** | **-** | **479,868** | **583,271** | **(30,477)** |
| **31.12.2021** | **145,762** | **13,738** | **56,436** | **502,317** | **255,788** | **(13,042)** | **(37,846)** | **923,153** | **51,002** |

# STATEMENT OF CASH FLOWS

| (€k) | Full Year 2022 | Full Year 2021 |
|---|---|---|
| **Opening net cash and cash equivalents** | **310,399** | **555,391** |
| Pre-tax profit and net financial expense for the year * | 71,813 | 120,386 |
| Amortisation, depreciation and impairment losses on non-current assets, net of reversals (Note XXXIII) | 552,620 | 536,955 |
| Share of the profit (loss) of equity method investments | (654) | (122) |
| Revaluation (write-downs) of financial assets | 1,929 | (1,634) |
| Gain on disposals on investments in subsidiaries (Note XXXIV) | 1,723 | (133,550) |
| Gain (Loss) on disposal of other non-current assets | (3,999) | (788) |
| Other non-cash items | 2,232 | 1,285 |
| Change in working capital | 67,989 | 120,066 |
| Net change in non-current non-financial assets and liabilities | 1,489 | (606) |
| **Cash flow from operating activities **** | **695,142** | **641,992** |
| Taxes paid *** | 82,470 | (51,379) |
| Net financial charges paid **** | (14,572) | (72,925) |
| Net implicit interest in lease liabilities ***** | (38,786) | (32,008) |
| **Net cash flow from (used in) operating activities** | **724,254** | **485,680** |
| Acquisition of property, plant and equipment and intangible assets paid | (213,820) | (150,383) |
| Proceeds from sale of non-current assets | 7,219 | 8,262 |
| Cash flow absorbed by acquisition of investments (Note 3) | (11,018) | - |
| Cash flow generated form disposal of investments (Note 3) | (2,133) | 322,736 |
| Net change in non-current financial assets | 77 | (94) |
| **Net cash flow from (used in) investing activities** | **(219,675)** | **180,521** |
| Repayments of bonds | - | (274,795) |
| Utilisations of non-current loans | (5,409) | 493,152 |
| Repayments of non-current loans | (8,939) | (1,221,396) |
| Issue of new current loans, net of repayments | (2,090) | (144,820) |
| Principal repayment of lease liabilities | (235,657) | (153,284) |
| Renegotiation for COVID-19 on lease liabilities | (29,307) | (174,668) |
| Capital increase net of expenses associated with the Offering | (1,047) | 579,391 |
| Other cash flows ****** | (33,656) | (24,455) |
| **Net cash flow from (used in) financing activities** | **(316,105)** | **(920,875)** |
| **Cash flow for the year** | **188,474** | **(254,674)** |
| Effect of exchange on net cash and cash equivalents | 6,708 | 9,682 |
| **Closing net cash and cash equivalents** | **505,581** | **310,399** |

* Includes "Pre-tax profit (loss)" of € 12,582k (€ 19,461k in 2021) and excludes "Financial income" of € 10,345k (€ 7,124k in 2021) and "Financial expense" of € 69,576k (€ 108,049k in 2021).

** With respect to the cash flow statement in the Directors' Report, prepared according to prevailing industry practice, this item does not include principal repayment on lease liabilities and renegotiation for COVID-19 on lease liabilities, which are shown here under Cash flow from (used in) financing activities.

*** The item includes the tax refund collected for € 90,142k ($98,056k) by the subsidiary HMSHost Corporation (generated by the "carry back" mechanism) during the first half of 2022.

**** Interest paid of € 21,207k (€ 74,924k in 2021, including the make-whole fee of € 20,201k), and interest received of € 6,635k (€ 1,999k in 2021).

***** Includes finance expense on lease liabilities paid of € 42,134k (€ 33,417k in 2021) and finance income on lease receivables received of € 3,348k (€ 1,409k in 2021).

****** Mainly includes the distribution of interests to the non-controlling shareholders (€ 54,269k in 2022, € 22,659k in 2021) of consolidated companies, net of capital increases (€ 23,405k in 2022, € 0k in 2021).

**RECONCILIATION OF NET CASH AND CASH EQUIVALENTS**

| (€k) | Full Year 2022 | Full Year 2021 |
|---|---|---|
| **Opening – net cash and cash equivalents** | **310,399** | **555,391** |
| Cash and cash equivalents | 343,208 | 613,545 |
| Current account overdrafts | (32,809) | (58,154) |
| **Closing – net cash and cash equivalents** | **505,581** | **310,399** |
| Cash and cash equivalents | 531,946 | 343,208 |
| Current account overdrafts | (26,365) | (32,809) |

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ROW SEAT

ADMISSION $7.00

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### GROUP OPERATIONS

The Autogrill Group operates in the food & beverage industry, mainly at airports, motorway rest stops and railway stations, under contracts known as concessions.

## 1. ACCOUNTING POLICIES AND CONSOLIDATION METHODS

### 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 Consolidated financial statements as of and for the year ended 31 December 2022 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 1st January 2022:
- Amendments to IFRS 3 Business Combinations for the purpose of updating the reference in IFRS 3 to the revised version of the Conceptual Framework, with no material changes to the accounting standard;
- Amendments to IAS 16 Property, Plant and Equipment, to prohibit the deduction from the cost of an item of property, plant and equipment any proceeds from the sale of items produced during the asset's testing phase. Such proceeds and the related costs will instead be recognized in the income statement;
- Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets, to clarify that all costs relating directly to a contract must be considered when determining whether the contract is onerous. Therefore, an entity should consider both incremental costs (e.g., materials) as well as any costs it cannot avoid because it is a party to the contract (e.g., the depreciation of machinery used to fulfill the contract);

- Annual Improvements 2018-2020: the improvements concern IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IAS 41 Agriculture, and the Illustrative Examples of IFRS 16 Leases.

The application of the amendments listed above did not affect the Group's financial statements to an extent requiring mention in these Notes.

Regarding the accounting standards, amendments and interpretations issued by the IASB and endorsed by the European Union for mandatory adoption in years beginning on or after 1st January 2023 that Autogrill did not choose to apply early in the Consolidated financial statement at 31 December 2022, note that:

- on 12 February 2021, the IASB published "Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies" and "Definition of Accounting Estimates - Amendments to IAS 8". The amendments improve the disclosure of accounting policies in order to provide more useful information to investors and to other primary users of financial statements, and help companies distinguish changes in accounting estimates from changes in accounting policies;
- on 7 May 2021, the International Accounting Standards Board published amendments to International Accounting Standard (IAS) 12 Income Taxes. Those amendments clarify how companies are to account for deferred taxes on transactions such as leases and decommissioning obligations and aim to reduce diversity in the reporting of deferred tax assets and liabilities on leases and decommissioning obligations.

The Directors are currently assessing the potential impact of these amendments which, in any case, should not affect the Group's financial statements to an extent requiring mention in these Notes.

As concerns accounting policies, amendments and interpretations not yet endorsed by the European Union:

- on 23 January 2020, the IASB published "Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current" and on 31 October 2022 it published "Amendments to IAS 1 Presentation of Financial Statements: Non-current Liabilities with Covenants". These amendments clarify the rules for classifying current and non-current payables and other liabilities. The changes are effective as from 1 January 2024;
- on 22 September 2022, the IASB published "Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback". The amendments require the seller-lessee to determine the lease liability arising from a sale & leaseback transaction in a way that does not recognize a gain or loss relating to the retained right of use. The are effective from 1 January 2024.

The Directors are assessing the potential effects of these amendments on the consolidated financial statements.

Because inflation in Turkey has become extremely high and had exceeded 100% on a cumulative three-year basis as at 31 March 2022, as reported by the International Monetary Fund, issuers are required to assess the impact related to the application of IAS 29 "Financial reporting in hyperinflationary economies". Considering the line-by-line consolidation of the two companies based in Turkey, when preparing the consolidated half-year financial report at 30 June 2022, the Group performed the analysis required for the purposes of IAS 29 without noting any significant impacts. For the preparation of this consolidated annual report at 31 December 2022, the Group updated its analysis and confirmed the absence of significant impacts on the Group's financial data.

Regarding the macroeconomic context also determined by the Russian-Ukrainian conflict, during the first half of 2022 the following documents were published which have been taken into account in the preparation of this Financial Statements:

- "Public Statement - Implications of Russia's invasion of Ukraine on half-yearly financial reports", published by ESMA on 13 May 2022, which requires issuers to adequately disclose the impacts of the war between Russia and Ukraine;

- "Public statement - European common enforcement priorities for 2022 annual financial", published by ESMA on 28 October 2022 which pointed out the possible direct financial impacts of Russia's invasion of Ukraine (with particular focus on control and impairment of assets) and that require specific disclosure in the Notes;
- Call for attention no. 3/22 "Conflict in Ukraine - Call for attention to supervised entities on financial reporting and other obligations relating to compliance with the sanctions imposed on Russia by the European Union", published by Consob on 19 May 2022 concerning the disclosure of impacts associated with the war;
- Discussion Paper 1/2022 "Impairment testing of non-financial assets as a result of the war in Ukraine", published by the Italian OIV on 13 June 2022 concerning the procedure for determining whether a new impairment test is needed when preparing the Condensed interim consolidated financial statements.

Given these events, the Group pulled out of all local business in August 2022 and the two companies based in Russia with which it operated are in the liquidation phase; the impact of operations in early 2022 and of the disposal are immaterial: revenue of €2.3m (0.06% of the Group's total) in 2022 and revenue of €4.1m (0.1% of the total) in 2021. Although the war between Russia and Ukraine has not had a significant direct impact on the Group, the indirect ramifications such as inflation (product costs and energy), consumer confidence, and supply chain problems will be monitored closely by the Directors in the coming months.

## STRUCTURE, FORMAT AND CONTENT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The financial statements are clearly presented and give a true and fair view of the Group's financial position, results and cash flows. Formats and standards are constant over time.

In accordance with IAS 1 and IAS 7, the formats used in the 2022 consolidated 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.

Pursuant to IAS 1(24) and IAS 1(25), the consolidated financial statements have been prepared on a going concern basis with respect to both the parent company and the Group.

As described in detail in Note XXI, with Edizione S.p.A.'s transfer of its entire stake in Autogrill to Dufry in early February 2023, the repayment of the amortizing term loan (€526,074k at 31 December 2022) and cancellation of the revolving credit facility (currently unused) must take place by 30 September 2023. Given the new timing, these payables have been classified as current liabilities in accordance with the accounting standards.

Specifically, at 31 December 2022 the Group had cash and unused credit lines totalling € 753.9m, excluding the € 500m revolving facility subject to cancellation due to the change of control, as explained in Note XXI. On the basis of the credit situation at 31 December 2022 and financial projections prepared by management, the Group will have the needed funds to repay the loan.

Considering also that it will be part of the Dufry Group, no problems are foreseen as to the Autogrill Group's capacity to meet its obligations on time. Lastly, at 31 December 2022, the financial covenants calculated with reference to Autogrill's consolidated financial statements were fully satisfied.

The financial statements of each company included the scope of consolidation are prepared in the currency of its primary location (functional currency). For the purposes of the consolidated financial statements, the assets and liabilities of foreign subsidiaries with a functional currency other than the euro, including goodwill and fair value adjustments generated by the acquisition of a foreign business, are translated at the rates prevailing at year end. Income and expense are converted at average exchange rates for the year, which approximate those in force when the corresponding transactions took place. Exchange differences are recognized in the statement of comprehensive income and under "Translation reserve" in the Statement of changes in equity. Exchange gains and losses arising from receivables or payables with foreign operations, the collection or payment of which is neither planned nor likely in the foreseeable future, are treated as part of the net investment in foreign operations and are recognized in Other comprehensive income and shown under "Translation reserve" in the Statement of changes in equity.

Below are the exchange rates used to translate the financial statements of the main subsidiaries with a functional currency other than the euro:

| | 2022 | | 2021 | |
|---|---|---|---|---|
| | Rate on 31 December | Average rate for the period | Rate on 31 December | Average rate for the period |
| US Dollar | 1.0666 | 1.0530 | 1.1326 | 1.1827 |
| Swiss Franc | 0.9847 | 1.0047 | 1.0331 | 1.0811 |

## BASIS OF CONSOLIDATION

The scope of consolidation includes subsidiaries for which the Group, pursuant to IFRS 10, is exposed to or has rights to variable returns and is able to affect those returns through power over these investees. The list of consolidated companies is annexed to these Notes.

The consolidated financial statements include the 2022 financial statements of Autogrill S.p.A. and all companies it directly or indirectly controls or controlled during the year. The scope of consolidation also includes a French company that is not wholly owned and others belonging to the US subsidiary HMSHost Corporation (see the annex "List of consolidated companies and other investments"), which are controlled on the basis of a 50% or lower stake and an agreement that puts their business under the management of Autogrill.

The financial statements of subsidiaries are consolidated on a line-by-line basis, i.e. by recognizing the full amount of their assets and liabilities at the close of the year and their income and expenses for the entire year or for the portion of the year during which control was maintained, and eliminating the carrying amount of the consolidated equity investments held by the parent against the relative share of equity.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from equity attributable to the owners of the Parent. They are determined on the basis of the non-controlling investors' share of the fair value of the assets and liabilities recognized at the date of acquisition (see "Business combinations") and of changes in equity attributable to non-controlling interests after that date.

Any material unrealized gains and losses arising out of transactions between consolidated companies are eliminated, as are all significant payables, receivables, income and expenses between Group companies. These adjustments, like the other consolidation adjustments, take account of any deferred tax effects.

The income and expense of subsidiaries acquired or sold during the year are included in the consolidated income statement from the actual date of acquisition or to the actual date of disposal, with slight timing adjustments where these dates do not coincide with monthly accounting dates. If necessary, adjustments are made to subsidiaries' financial statements to bring their accounting policies into line with those of the Group.

If control of a subsidiary is lost, the Group eliminates assets and liabilities, non-controlling interests, and other components of equity relating to the former subsidiaries. Gain or loss resulting from loss of control is recognized in profit or loss. Any interest retained in the former subsidiary is measured at fair value on the date of loss of control. It is subsequently valued using the net equity method, or as a financial asset depending on the degree of influence retained.

As from 1 January 2022, HMSHost Corporation and its North American subsidiaries have decided to switch to the Group's system of monthly closing dates rather than continuing to follow the practice common in English-speaking countries of ending the financial year on the Friday closest to 31 December (thus dividing the year into 13 four-week periods, often grouped into three 12-week "quarters" and a final quarter of 16 weeks). As a result, the accounts included in the Annual Report at 31 December 2022 cover the period 1 January to 31 December 2022, while the previous year's accounts covered the period 2 January to 31 December 2021. That change had no significant impact on the comparability on 2022 Income statement.

Additionally, the companies in the International business unit have changed their reporting period to end on 31 December rather than 30 November. Therefore, income statement and cash flow figures cover a 13-month period (from 1 December 2021 to 31 December 2022), while prior-year figures refer to the period 1 December 2020 to 30 November 2021. The effect of the extra month amounts to €43.7m for revenue and to €714k for EBITDA (as defined in the Directors' Report).

With respect to 31 December 2021 there were no significant changes in the scope of consolidation, except for the sale of various companies in the US motorway channel during the previous year. For details of that operation, see Section 3 below ("Acquisitions and Disposals") as well as the Directors' report.

## ACCOUNTING POLICIES

The Group follows the historical cost principle, except for items that in accordance with IFRS are measured at fair value pursuant to IFRS 9 and IFRS 13, as specified in the individual accounting policies below.

### BUSINESS COMBINATIONS

The Group follows the rules of IFRS 3 (2008) – Business combinations.

All business combinations are accounted for using the acquisition method. The consideration transferred in a business combination includes the sum of fair value, as of the acquisition date, of the assets and liabilities transferred and of the interests issued by the Group in exchange for control of the acquired company, as well as the fair value of any contingent consideration and incentives 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 Group and the acquiree, the lesser of the settlement provision, as established by contract, and the off-market price of the element is deducted from the consideration transferred and recognized under other costs.

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 combination only if this liability represents a current obligation deriving from past events and when its fair value as of the acquisition date can be reliably measured.

For each business combination, any minority interest in the acquiree is measured at fair value or in proportion to the minority share of the acquiree's net identifiable assets.

Goodwill arising from the acquisition 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.

In case of a business combination achieved in stages, the interest previously held in the acquiree is remeasured at its acquisition-date fair value and any resulting gain or loss is recognized in profit or loss.

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

Conversely, if a disposal leads to lost control of an entity, the difference between the disposal price and the value of the net assets transferred (corresponding to the change in the scope of consolidation) is taken to profit or loss, while for disposals without loss of control (where the entity remains in the scope of consolidation) the difference between the disposal price and the value of the net assets transferred is recognized in equity.

### BUSINESS COMBINATIONS UNDER COMMON CONTROL

A business combination in which the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, when that control is not transitory, qualifies as a combination "under common control". Business combinations under common control are outside the scope of IFRS 3 "Business Combinations" and of other IFRS. In the absence of an accounting principle that deals specifically with these transactions, the most suitable accounting principle to be chosen should meet the general object of IAS 8, that is, faithful and reliable presentation of the transaction. Furthermore, the accounting treatment of business combinations under common control should reflect the economic substance of the transaction, regardless of its legal form. The pre-eminence of economic substance is therefore the key factor guiding the method chosen to account for these business combinations. Economic substance must refer to the creation of added value that translates into significant changes in the cash flows of the net assets transferred.

The accounting treatment of the transaction should also take account of current interpretations and trends, in particular OPI 1 (*Orientamenti Preliminari Assirevi in tema di IFRS* - Preliminary Orientations on IFRS by the Italian Association of Auditors), "Accounting treatment of business combinations of entities under common control in separate and consolidated financial statements".

The Autogrill Group recognizes the net assets transferred at the carrying amounts presented in the consolidated financial statements of the common parent and treats the resulting difference between the acquisition price and the value of the net assets transferred as an adjustment of net equity reserves attributable to the Group. Conversely, in the case of discontinued operations, the difference between the disposal price and the value of the net assets transferred is treated as an adjustment of the Autogrill Group's share of net equity reserves.

### ACQUISITIONS OF NON-CONTROLLING INTERESTS

The Group applies IFRS 10 to all acquisitions carried out after control is assumed. On that basis, such acquisitions are treated as transactions carried out with shareholders in their capacity as owners, and do not give rise to goodwill. Adjustments to non-controlling investments are based on a proportional amount of the subsidiary's net assets. Previously, the recognition of goodwill from the acquisition of a non-controlling interest in a subsidiary represented the excess cost of the additional investment with respect to the book value of the interest in the net assets acquired on the transaction date.

### INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

An associate is a company over which the Group has a significant influence, but not control or joint control, through participation in decisions regarding the associate's financial and operational policies; a joint venture is an agreement through which the Group has rights to net assets, rather than rights to assets and obligations for liabilities.

The income, expenses, assets and liabilities of associates and joint ventures are recognized in the consolidated financial statements using the equity method, except where the investment is classified as held for sale.

Accordingly, investments in associates and joint ventures are initially recognized at cost. The cost of the investment includes transaction costs. The consolidated financial statements include the Group's share of the investees' profits or losses, recognized using the equity method, up to the date it no longer has significant influence or joint control.

### RECOGNITION OF REVENUE AND COSTS

The standard "IFRS 15 – Revenue from Contracts with Customers" sets out the following model for recognizing revenue:
- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price;
- allocate the transaction price to the performance obligations in the contract;
- revenue is recognized when the entity satisfies each performance obligation.

In this context, sales revenue and costs for the purchase 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 (or gradually as) the risks and the benefits connected to ownership of the goods are transferred to the buyer 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.

Goods are transferred when the customer acquires control, meaning the ability to decide how an asset is used and to reap its benefits. 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.

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

Grants, including non-monetary grants measured at fair value, are recognized if there is reasonably certainty that the Group will meet the conditions set out in contracts (in the case of private grants, e.g. awarded against services rendered) or government regulations (in the case of public grants awarded in the different countries where the Group operates) and that the grants will be received.

Capital grants are recorded in the statement of financial position as deferred revenue, which is recognized as income on a systematic, rational basis over the useful life of the tangible or intangible asset.

Operating grants are recognized on a systematic basis in the income statement in the years in which the Group recognizes as costs the expenses that the grants are intended to offset.

Where a government grant is meant to provide immediate financial assistance, such as the various forms of relief provided by different countries' governments in response to the COVID-19 pandemic, it may be recognized in the income statement the year the right to receive it accrues.

Such operating grants are recognized in the income statement under "Other operating income" or, alternatively, deducted from the related cost, if directly attributable.

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 available for sale), income from finance lease receivables, dividends approved, proceeds from the transfer of financial assets available 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 accrual basis using the effective interest method. Dividends are recognized when the Group's right to receive them is established, which corresponds with the shareholders' resolution of distribution.

Financial expense includes interest on loans, expense on lease liabilities and defined benefit plans, the release of discounting on provisions and deferred income, losses from the transfer of financial assets available 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 accrual basis.

Group companies provide defined benefit and defined contribution plans.

Post-employment benefit plans are formalized agreements whereby the Group provides post-employment benefits to one or more employees. The manner in which these benefits are provided varies according to legal, fiscal and economic conditions in the countries in which the Group operates, and are normally based on compensation and years of service.

Defined-contribution plans are post-employment benefit plans under which the Group 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, which determines the liability on the basis of employment conditions in effect on the date it is measured.

The liability is recognized in the accounts net of the fair value of any plan assets. If the calculation generates a benefit for the Group, 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. An economic benefit is available to the Group 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 Group. 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 T.F.R.) brought about by Law 296 of 27 December 2006 and by the decrees and regulations issued in early 2007 (the "Social security reform"):

- T.F.R. accrued at 31 December 2006 by employees of the Group's Italian companies is treated as a defined benefit plan in accordance with IAS 19. The benefits promised to employees in the form of T.F.R., which are paid upon termination of service, are recognized in the period in which the right vests;
- T.F.R. accrued from 1 January 2007 is treated as a defined contribution plan, so contributions accrued during the exercise 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, which include the Performance Share Unit plan, 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 fair value of options is estimated on the basis of all market-based vesting conditions, such as the performance of Autogrill shares and market indexes. Also, so that the final amount is based on the number of options that will actually vest, the cost is adjusted to reflect both service conditions and non-market conditions.

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 issued by a different entity), which include the Group's Phantom Stock Option plan, the fair value of the amount payable to employees is recognized as a cost, with an increase in liabilities as a contra entry over the period during which the employees have the unconditional right to receive payment. The liability is measured at each year-end and at the settlement date, based on the remeasurement of the fair value of the option rights. Any changes in the fair value of the liability are recognized in profit or loss under personnel expense (employee benefits).

### 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 ("temporary differences"), as well as items that will never be deducted or taxed ("permanent differences"). Current tax liabilities are determined using the tax rates in effect (on an official or de facto basis) on the reporting date in the countries where the Group operates.

For three-year period 2022-2024, Autogrill S.p.A. was following the tax consolidation regulations of the ultimate parent Edizione S.p.A., as permitted by the Consolidated Income Tax Act.

Under those regulations, the Company was also part of the fiscal sub-consolidation with the other Italian subsidiaries, which for IRES (corporate income tax) purposes only, involves the settlement of accounts receivable or payable with the Parent company Autogrill S.p.A.

The regulations provide for:
- payment in full of the amount corresponding to the transferred profit times the IRES rate;
- payment in full of the amount corresponding to the transferred loss times the IRES rate, when utilized by Edizione S.p.A.;
- the transfer of any tax assets, also with respect to the subgroup including all Italian subsidiaries, as acknowledged in the regulations defining transactions with Edizione S.p.A.

The net current tax asset or liability for the year, in respect of IRES only, was therefore recognized as a receivable or payable due from/to Edizione S.p.A. and was therefore not shown under tax assets or liabilities but under "Other receivables" or "Other payables".

Deferred tax liabilities were generally recognized for all taxable temporary differences, while deferred tax assets, arising from deductible temporary differences and losses carried forward, were recognized and maintained in the financial statements to the extent that future taxable income was likely to be earned allowing use of those assets. Specifically, the carrying amount of deferred tax assets was reviewed at each reporting date based on the latest forecasts as to future taxable income, also with respect to the subgroup including all Italian subsidiaries, as acknowledged in the regulations defining transactions with Edizione S.p.A.

Further to the change of control that took place on 3 February 2023 due to the Integration of Autogrill S.p.A. in Dufry, announced in July 2022, the tax consolidation perimeter has been discontinued. Therefore, the parent company Autogrill S.p.A. has written off the deferred tax assets deemed to be recoverable in previous years by virtue of the tax consolidation, as better described in Notes XIV and XXXVII.

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 Group 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 that will apply at the time the asset is realized or the liability is settled, taking account of the tax rates in force at the end 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.

Note that coordination between the international accounting standard IFRS 16 and calculation of the tax effect in Italy is governed by an Economy Ministry decree dated 5 August 2019.

## 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, production cost or goodwill value, including ancillary charges, and amortized over their useful life when it is likely that use of the asset will generate future economic benefits.

The Group reviews the estimated useful life and amortization method of these assets at each year end and whenever there is evidence of a change in the asset's expected future profitability. If impairment losses arise - determined in accordance with the section "Impairment losses and reversals" - the asset is written down accordingly.

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

| **Concessions, licenses, trademarks and similar rights:** | |
|---|---|
| Software licenses | 3 -10 years or term of license |
| License to sell state monopoly goods | Term of license |
| Trademarks | 20 years |
| Contractual rights | Term of the rights |
| **Other** | |
| Software on commission | 3-6 years |
| Other costs to be amortized | 2-10 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.

"Property, plant and equipment" are depreciated on a straight-line basis at rates deemed to reflect their estimated useful lives. The Group 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 depreciation periods used for property, plant and equipment:

| Property, plant and equipment | Useful life (years) |
|---|---|
| Industrial buildings | 5-50 |
| Plant and machinery | 3-12 |
| Industrial and commercial equipment | 2-10 |
| Other | 3-8 |

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.

In the event that, regardless of depreciation already recorded, there is a loss in value determined according to the criteria described in the section "Impairment losses and reversals on non-current assets", the asset is written down 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 concession 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 operating income" or "Other operating expense".

### RIGHT-OF-USE ASSETS

"Right-of-use assets" are recognized as of the commencement date of the lease contract, namely the date when the lessor makes the underlying asset available to the lessee. In some circumstances, the lease contract may contain different lease components and consequently the effective date shall be determined by each lease component.

"Right-of-use assets" are initially valued at cost and include the present value of the lease liability, the lease payments made before or at the commencement date of the lease contract, and any other initial direct cost. They can then be further adjusted to reflect any remeasurement of lease receivables/liabilities.

"Right-of-use assets" are systematically depreciated over the lease term or the asset's residual useful life, whichever is shorter. Typically, in the Group, lease contracts do not provide for the transfer of ownership of the underlying asset and therefore depreciation is carried out over the contractual term. Depreciation begins as of the commencement date of the lease.

Regardless of depreciation already recognized, if there are impairment losses (determined as described for onerous contracts), the asset is written down accordingly.

The Group has made certain professional judgments involving the definition of some accounting policies and the use of estimates and assumptions. In detail:
- not to apply IFRS 16 to leases that have as underlying an intangible asset;
- not to apply IFRS 16 to some Italian contracts where Autogrill Italia S.p.A. already owns the land and buildings along the motorway and negotiates access rights with the landlord, with the commitment to sell fuel and lubricants and/or food and beverages to motorway users;

- for the purpose of determining the lease term, to analyze lease agreements and define each one's term as the "non-cancellable" period, together with the effects of any extension or early termination option if the exercise of these is deemed reasonably certain using the information available at the inception date;
- as the implicit interest rate is not available for all the Group's leases, to determine lease liabilities by applying to future minimum lease payments a discount rate equal to the risk-free rate of each country where the leases were drawn up, with maturities in line with the duration of the leases plus a country-specific credit spread.

## IMPAIRMENT LOSSES AND REVERSALS ON NON-CURRENT ASSETS

At each balance sheet date, the Group tests whether there are internal or external indicators of impairment or reversal of impairment for its property, plant and equipment, intangible assets, and right-of-use assets, with reference to the total amount of such assets allocated per cash generating unit. 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 Group 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 and right-of-use assets in the sales network, this minimum aggregation unit is the store or stores 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 level of greatest detail at which goodwill is monitored for internal reporting purposes. 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 post-tax rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, it is reduced to 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, including right-of-use assets, 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 AND DISCONTINUED OPERATIONS

Assets and liabilities are classified as held for sale if their carrying amount 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.

A discontinued operation is part of a Group whose activities and financial flows are clearly distinguishable from the rest of the Group, and which:
- constitutes a major independent branch or geographical area of business,
- is part of a single coordinated plan to dispose of a major independent branch or geographical area of business, or

- is a subsidiary acquired for the sole purpose of reselling it.

An operation is listed as discontinued when it is sold or when it meets the conditions for being classified as "held for sale", whichever comes first.

When an operation is listed as discontinued, the comparative statement of comprehensive income is redetermined as if the operation had been discontinued as of the beginning of the previous year.

The assets and liabilities of operations being discontinued 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.

In the financial statements:
- the net profit or loss of discontinued operations is shown separately in the Income statement, net of tax effects and transfer costs (if sold), along with any capital gain or loss realized with the sale; the corresponding amounts from the prior year are reclassified for the sake of comparison;
- financial assets and liabilities held for sale and discontinued operations are shown in the Statement of financial position separately from other assets/liabilities and are not offset.

**ASSETS AND LIABILITIES - CURRENT AND NON-CURRENT**

### 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 verified at each reporting date. If the reasons for the impairment loss cease to apply, they are reversed to an amount not exceeding purchase or production cost.

### TRADE AND OTHER RECEIVABLES

"Trade receivables" and "Other receivables" are initially recognized at fair value, and subsequently at amortized cost, where necessary, using the effective interest method. They are reduced by estimated impairment losses, determined according to procedures that may involve both write-downs of individual positions, if material, where the receivables are objectively uncollectable in whole or in part, or generic impairment calculated on the basis of historical and statistical data ("expected credit losses" or "ECL").

In accordance with international accounting standard IFRS 9, factored receivables are eliminated from the accounts 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.

### LEASE RECEIVABLES

In its role as sub-lessor, the Group recognizes lease receivables as of the commencement date of the lease.

The sub-leases are determined with reference to the right-of-use asset deriving from the principal lease contract, rather than the underlying asset. For this reason, considering the recognition of a right-of-use asset under IFRS 16 and the fact that the sub-leases typically have a duration equal to the principal lease, the Group reduces its right-of-use assets and recognizes a lease receivable as a counter-entry, split between current and non-current assets.

The lease receivable corresponds to the present value of the minimum lease payments to be received as of the commencement date, including those determined on the basis of an index or rate (initially valued using the index or rate at the commencement date of the contract), as well as any penalties in the event that the lease term provides for the option for the early termination of the lease contract and the exercise of that option is estimated to be reasonably certain. The present value is determined using the implicit interest rate of the lease contract. If it is not possible to determine this rate easily, the Group uses the incremental borrowing rate as discount rate. The lease receivable is subsequently increased by the interest accrued and decreased by the receipts received for the lease.

Lease receivables are remeasured in the event of changes in the future minimum receipts expected for the lease, as result of:
- changes in the index or rate used to determine the lease receipts: in such cases the lease receivables are remeasured by discounting the new minimum lease receipts at the initial discount rate;
- change in the lease term or in the likelihood of exercise of the purchase, extension, or early termination option: in such cases the lease receivable is remeasured by discounting the new minimum lease receipts at the discount rate in place at the date of the change;
- contractual changes that do not fall under any of the reasons for the separate recognition of a new lease: in these cases as well, the lease receivable is remeasured by discounting the new minimum lease payments at the discount rate in place at the date of the change.

The use of estimates in relation to the measurement of lease receivables is mentioned in the previous section on Right-of-use assets.

## OTHER FINANCIAL ASSETS

IFRS 9 requires a single approach to the analysis and classification of all financial assets, including those containing embedded derivatives. They are classified and measured considering both the business model applied to the asset and the contractual characteristics of the cash flows the asset produces. Depending on the characteristics of the asset and the business model, it will fall into one of three categories: (i) financial assets measured at amortized cost; (ii) financial assets measured at fair value through other comprehensive income (FVTOCI); (iii) financial assets measured at fair value through profit and loss (FVTPL).

A financial asset is measured at amortized cost if both of the following conditions are met: (i) the business model consists of holding the financial asset for the sole purpose of collecting cash flows; and (ii) the asset generates, on contractually predetermined dates, cash flows consisting solely of payments of principal and interest. Under the amortized cost method, the initial value recognized is subsequently adjusted to take account of the reimbursement of principal, any impairment losses, and amortization of the difference between the redemption value and the initial carrying amount. Amortization is charged at the internal effective interest rate, corresponding to the rate which, upon first-time recognition, makes the present value of projected cash flows equal to the initial carrying amount. Receivables and other financial assets measured at amortized cost are presented in the statement of financial position net of impairment provisions.

Financial assets consisting of debt instruments whose business model allows for both the collection of contractual cash flows and the realization of capital gains (held to collect and sell) are measured at FVTOCI. In this case, the fair value changes in the instrument are recognized in equity under other comprehensive income. The cumulative amount of the fair value changes in other comprehensive income is reversed to profit and loss when the instrument is derecognized. Interest income calculated using the effective interest rate, exchange differences, and impairment losses are recognized in the income statement.

Financial assets consisting of debt instruments that are not measured at amortized cost or FVTOCI are measured at fair value through profit and loss.

### 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, BANK LOANS, BONDS AND OVERDRAFTS

Interest-bearing bank loans, bonds and 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.

### LEASE LIABILITIES

The Group recognizes lease liabilities as of the commencement date of the lease.

The lease liability corresponds to the present value of the minimum lease payments due as of the commencement date, including those determined on the basis of an index or rate (initially valued using the index or rate at the commencement date of the contract), as well as any penalties in the event that the lease term provides for the option for the early termination of the lease contract and the exercise of that option is estimated to be reasonably certain. The present value is determined using the implicit interest rate of the lease contract. If it is not possible to determine this rate easily, the Group uses the incremental borrowing rate as discount rate. The lease liability is subsequently increased for the accrual of interest and reduced to reflect the lease payments made.

The lease liability is remeasured in the event of changes to the future minimum lease payments, due to:
- changes in the index or rate used to determine the lease payments: in such cases the lease liability is remeasured by discounting the new minimum lease payments at the initial discount rate;
- change in the lease term or in the likelihood of exercise of the purchase, extension, or early termination option: in such cases the lease liability is remeasured by discounting the new minimum lease payments at the discount rate in place at the date of the change;
- contractual changes that do not fall under any of the reasons for the separate recognition of a new lease: in these cases as well, the lease liability is remeasured by discounting the new minimum lease payments at the discount rate in place at the date of the change.

The use of estimates in relation to the measurement of lease liabilities is mentioned in the previous section on Right-of-use liabilities.

### DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING

The Group's liabilities are exposed primarily to financial risks due to changes in interest and exchange rates. To manage these risks the Group uses financial derivatives, mainly in the form of interest rate swaps, forward rate agreements, interest rate options, and combinations of these. The use of derivatives is governed by the "Financial Management and Financial Risks

Policy" and the "Annual Financial Strategy" approved by Autogrill S.p.A.'s Board of Directors, which set standards and guidelines for the Group's financial risk hedging strategy. Derivative contracts have been entered into with counterparties deemed to be financially solid, with the aim of reducing default risk to a minimum. Group companies do not use derivatives for purely trading purposes, but rather to hedge identified risks.

For further information see the policy described in Section 7.2 - "Financial risk management".

In accordance with IFRS 9, derivative financial instruments qualify for hedge accounting only if: (i) the relationship consists only of eligible hedging instruments and eligible hedged items; (ii) at the inception of the hedge relationship there is formal designation and documentation ("hedge documentation") of the hedge relationship, risk management objectives, and hedging strategy; (iii) all hedge effectiveness requirements are satisfied provided for in the coverage report.

All derivative financial instruments are initially measured at fair value in accordance with IFRS 13 and IFRS 9, 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.

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 recognized in profit or loss;
- Cash flow hedge: if a derivative 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 reclassified 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 realized that have been included in Other comprehensive income are reclassified immediately to profit or loss;
- Hedge of net investment: if a derivative financial instrument is designated as a hedge of a net investment in a foreign operation, held directly or indirectly through an intermediary holding company, the effective portion of the gain or loss on the hedge is recognized in comprehensive income and presented in the "Translation reserve" under equity, while the ineffective portion is taken to profit or loss. On disposal of the foreign operation, the gain or loss on the effective portion of the hedge that has been cumulatively recognized in the translation reserve is also taken 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 Group 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.

With the adoption of international accounting standard IFRS 16, provisions for onerous contracts are recognized net of the right-of-use asset pertaining to the individual store, by discounting the right-of-use assets corresponding to each onerous lease contract. A provision for onerous contracts is made when the unavoidable costs necessary to fulfil the obligations of a contract are greater than the economic benefits the Group can expect to obtain therefrom. 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 Group 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, thus generating a valid expectation. 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. Incremental 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.

### EARNINGS PER SHARE

The Group presents basic and diluted earnings per share for its ordinary shares.

Basic earnings per share is calculated by dividing the profit or loss attributable to the company's ordinary shareholders by the weighted average number of ordinary shares outstanding during the period, adjusted for treasury shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, as defined above, for the effects of all dilutive potential ordinary shares and stock options granted to employees. In case of a loss, there are no dilutive effects.

### FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are converted into the reporting 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 consolidated 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 the year-end date. Actual results may differ. Estimates are used to determine the effects of business combinations (goodwill and its amortization), asset impairment losses/reversals (value in use and realizable value), the fair value of financial instruments, provisions for bad debts (specific and general risk), provisions for inventory obsolescence (disposal policies), amortization and depreciation (useful life), employee benefits (actuarial assumptions), taxes (recoverability of deferred tax assets), and provisions for risks and charges (outcome of disputes). Estimates and assumptions are periodically reviewed and the effect of any change is taken to the income statement of the present year and the years to which the changes pertain. The estimation criteria used for these financial statements are the same as those followed the previous year, unless otherwise specified.

With the application of international accounting standard IFRS 16, the Group has made certain professional judgments involving the definition of some accounting policies and the use of estimates and assumptions, as mentioned earlier in these Notes.

## 2. EXTRAORDINARY TRANSACTION NEGOTIATED BETWEEN EDIZIONE AND DUFRY

Edizione S.p.A. ("Edizione"), Schema Beta S.p.A. ("Schema Beta") and Dufry AG[1] ("Dufry") on July 11, 2022 entered into an agreement (the "Combination Agreement") aimed at creating a global group in the travel food and retail services by means of a transaction involving the integration of Autogrill S.p.A. ("Autogrill" or the "Company") into Dufry, as described below (the "Integration").

The Integration takes the form of a transfer to Dufry of the majority shareholding held in Autogrill by Edizione through its subsidiary Schema Beta, representing 50.3% of the share capital of Autogrill, in exchange of newly issued shares of Dufry (the "Transfer"). In particular, as consideration for the Transfer, Edizione was granted an interest-free bond convertible into newly issued shares of Dufry, corresponding to an exchange ratio of 0.158[2] new Dufry shares for each Autogrill share.

Upon completion of the Transfer, which occurred on February 3, 2023:
- Dufry became the majority shareholder of Autogrill, with a shareholding representing 50.3% of the share capital of Autogrill and, from the 6 February 2023, the entity exercising management and coordination activities over the Company pursuant to Articles 2497 and ff. of the Italian Civil Code; and
- Edizione exercised the conversion right underlying the aforementioned bond (the "Conversion Right"), becoming holder of 30,663,329 newly issued shares of Dufry, representing 25.246% of the share capital of Dufry, and becoming, in addition, Dufry's majority shareholder, with a shareholding representing 27.5% of the share capital of the aforementioned company[3].

The Combination Agreement contains certain undertakings (briefly described in Section 2g) of Autogrill's corporate governance report for the year 2022 (the "Report") concerning, among other things, the governance of Autogrill, in execution of which, effective as of the closing date of the Transfer (i.e. February 3, 2023) (i) the composition of Autogrill's board of directors changed and (ii) a new chairman and a new chief executive officer of the Company were appointed. For further information, please refer to Sections 4.3-*bis* [(Composition following the Closing Date), 4.6-*bis* (Executive Directors following the Closing Date), 8.2 (Human Resources Committee), 9.2 (Control, Risk and Corporate Governance Committee) and Section 6 (Internal Board Committees)] of the Report.

1 Dufry AG is a global player in the travel retail market with more than 2,200 shops operated in 62 countries and total revenue of CHF 6.9bn.
2 The agreed exchange ratio has been determined by reference to the 3-month VWAP of Autogrill shares and Dufry shares prior to April 14, 2022 (undisturbed price before the press rumors that affected the shares' price performance).
3 Edizione's shareholding in Dufry as of the closing date (i.e. February 3, 2023) takes into account, in addition to the shares subject to the Conversion Right, the Dufry shares purchased on the market by Edizione between the signing date of the Combination Agreement and the closing date of the Transfer.

As a result of the Transfer, Dufry has launched a mandatory public exchange offer with alternative cash consideration on Autogrill shares different from from the ones involved by the Transfer, offering shareholders the opportunity to exchange Autogrill shares for Dufry shares (listed in Switzerland on the SIX Swiss Exchange) at the same exchange ratio as the majority shareholder or, alternatively, to receive an equivalent cash amount (cash alternative), equal to Euro 6.33 per share (the "Dufry Offer").

The acceptance period for the Dufry Offer will be agreed with Borsa Italiana within the terms provided by applicable laws and regulations. Depending on the amount of acceptances of Autogrill's minority shareholders to the Dufry Offer and on the choice of Autogrill's minority shareholders to receive Dufry shares instead of cash, once all the conditions under the Combination Agreement are perfected, Edizione's shareholding in Dufry may range between 27.5% and 22% of Dufry's share capital.

On February 23, 2023 Dufry announced that it has filed with Consob the offering document, intended for publication, regarding the Dufry Offer.

In addition, upon completion of the transaction, the Dufry/Autogrill group will take on a new name, aimed at strengthening the new identity created by the combination of the two industry leaders.

## 3. ACQUISITIONS AND DISPOSALS

During the year, through the subsidiary HMSHost Corporation, the Group finalized some minor acquisitions in the North American airport channel: € 300k ($ 300k) at Chicago airport for the complete assets of Café Descartes and €3,200k ($ 3,200k) at Baltimore airport for the complete assets of Firkin on 31 August 2022; and € 3,599k ($ 3,600k) at Baltimore airport for a 60% stake in CRC Restaurants, Inc. on 1 September 2022. In addition, earn-outs to be paid over the long term upon the achievement of certain revenue and/or profitability targets are foreseen and become payable starting in March 2024. Those contingent consideration amounts to €2,016k ($2,150k) as of 31 December 2022 and are recognized under "Other payables" non-current.

On 23 July 2021, further to an agreement dated 31 March 2021 and after obtaining the necessary government authorizations and consent from the landlords, HMSHost Corporation finalized the disposal of its US motorway business to the consortium controlled by Blackstone Infrastructure Partners, which includes Applegreen Limited and B&J Holdings.

The sale price was $ 381,394k (equivalent to € 324,122k), subject to an earn-out mechanism on the basis of revenue earned by the new ownership in the two-year period 2022-2023, which cannot be quantified on the basis of currently available information and to net working capital adjustments that was under definition in the comparative year. The capital gain, without considering the earn-out mechanism, amounts to $ 157,950k (€ 133,550k). The transaction resulted in cash generation of € 322,736k ($ 379,763k), as the difference between the consideration received and the € 1,386k ($ 1,631k) in cash transferred.

During the second quarter of 2022, the final balance was calculated on the basis of the net working capital transferred, resulting in a downward price adjustment of € 2,133k ($ 2,250k) and an adjustment to the capital gain of € 1,723k ($ 1,813k).

Finally, in 2022 the Group made an initial capital contribution of € 3,942k to the new 49%-owned QA HMSHost LLC joint venture in Qatar, through the subsidiary HMSHost International B.V.

# 4. NOTES TO THE STATEMENT OF FINANCIAL POSITION

## CURRENT ASSETS

### I. CASH AND CASH EQUIVALENTS

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Bank and post office deposits | 494,954 | 307,034 | 187,920 |
| Cash and equivalents on hand | 36,992 | 36,174 | 818 |
| **Total** | **531,946** | **343,208** | **188,738** |

"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 substantially depending on the frequency of pick-ups for deposit, which are generally handled by specialized third-party carriers.

The Statement of cash flows presents the various sources and uses of cash that contributed to the change in this item, along with the balance of current account overdrafts.

### II. OTHER FINANCIAL ASSETS

"Other financial assets" are as follows:

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Financial receivables from third parties | 23,225 | 28,744 | (5,519) |
| Receivables from credit card companies | 18,529 | 7,558 | 10,971 |
| Fair value of exchange rate hedging derivatives | 80 | 38 | 42 |
| **Total** | **41,834** | **36,340** | **5,494** |

"Financial receivables from third parties" consist primarily of the current portion of capital advances due back from the non-controlling shareholders of some North American subsidiaries; the amount takes account of their ability to pay the sums back with future earnings. The net change in this item in due largely to payments received during the year, which exceeded new disbursements. Other financial assets also include the loan to the joint venture QA HMSHost LLC by the Dutch subsidiary HMSHost International B.V., for an amount of € 1,974k.

The sharp increase in "Receivables from credit card companies" is explained by the higher business volumes in 2022, which reflect the easing of the COVID-19 pandemic.

"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 from Autogrill Europe S.p.A.

### III. TAX ASSETS

| (k€) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Tax assets | 795 | 68,013 | (67,218) |
| **Total** | **795** | **68,013** | **(67,218)** |

These amount to € 795k, compared with € 68,013k at 31 December 2021, and refer to income tax credits assets accrued in France and Switzerland. The significant decrease is due to the US subsidiary's receipt in April 2022 of the tax credit of €90,142k ($98,056k) produced through the carry-back mechanism. The refund arrived earlier than expected; part of it had been classified under non-current "Other receivables" in the Financial Statements as at 31 December 2021 as it was thought to be due beyond 12 months.

### IV. OTHER RECEIVABLES

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Suppliers | 31,825 | 44,986 | (13,161) |
| Lease/concession and royalties advance payments | 17,632 | 12,837 | 4,795 |
| Inland revenues and government agencies | 12,968 | 14,909 | (1,941) |
| Receivables from grantors for investments | 1,517 | 5,055 | (3,538) |
| Sub-concessionaires | 4,820 | 6,526 | (1,706) |
| Receivable from personnel | 959 | 976 | (17) |
| Other | 19,240 | 33,883 | (14,643) |
| **Total** | **88,961** | **119,172** | **(30,211)** |

"Suppliers" refers to credits for promotional contributions awaiting settlement, as well as advances to suppliers for services. Most of the decrease relates to higher receipts received in 2022.

"Lease and concession advance payments" consist of lease instalments paid in advance, as required by contract.

"Receivables from inland revenue and government agencies" relate mostly to credit for indirect taxes.

The decrease in "Receivable from grantors for investments" is due to the lower commercial investments done on behalf of US landlords, under contractual conditions.

Amounts due from "Sub-concessionaires" refer to businesses sublet to others and consist mainly of receivables due under lease contracts with variable rents.

"Receivables from personnel" refer to wages and salaries advanced or rounded up and employees' expenses paid in advance by the Group.

"Other" consists mainly of prepayments for maintenance fees, insurance policies and reimbursements, as well as advances on local taxes and miscellaneous receivables, which increased due to the upturn in business. At 31 December 2021 this item also includes € 13,409k due to the German subsidiary Le CroBag GmbH & Co KG from the German Government for COVID-19 relief payments which, as part of the joint request filed with the Benetton Group, will be received in the name and on behalf of the Benetton Group and finally relegated to the latter during the month of September 2022; the additional tranche received during 2022 for a further € 1,244k and was transferred to the Benetton Group in October 2022 (Paragraph 12 – Other information – Relations with related parties).

The item is exposed net of the provision for impairment of other receivables of € 2,883k (€ 6,009k at 31 December 2021). During the year, this provision recorded utilization of € 91k and releases of € 3,435k.

### V. TRADE RECEIVABLES

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Third parties | 56,875 | 52,443 | 4,432 |
| Bad debt reserve | (6,210) | (6,669) | 459 |
| **Total** | **50,665** | **45,774** | **4,891** |

The item “Third parties” refers mainly to catering service agreements and accounts with affiliated companies. The increase with respect to 31 December 2021 reflects a significant recovery in business volumes over 2022.

As in previous years, the default risk of receivables has been estimated on the basis of the general default risk of receivables not yet due on the reporting date as inferred from past performance, in keeping with international accounting standard IFRS 9.

Movements in the allowance for impairment are shown below:

| (€k) | |
|---|---|
| **Bad debt reserve at 31 December 2021** | **6,669** |
| Allowances, net of releases | 2,497 |
| Other movements and exchange rate differences | (953) |
| Utilizations | (2,003) |
| **Bad debt reserve at 31 December 2022** | **6,210** |

Net allowances of € 2,497k in 2022 reflect revised estimates as to the recoverability of disputed receivables and the general default risk applicable to receivables not yet due, mainly in North America and Italy.

Utilizations, amounting to € 2,003k, refer particularly to the settlement of disputes during the year against which bad debt provisions had been made in the past.

### VI. INVENTORIES

Inventories amounted to 133,291k at 31 December 2022, compared with € 116,540k a year earlier. The increase with respect to 31 December 2021 reflects a recovery in business volumes thanks to the gradual improvement of the pandemic situation. The amount is shown net of the write-down provision of € 5,349k (€ 4,286k at 31 December 2021), determined considering revised recoverability estimates of the value of slow-moving goods. Inventories are concentrated mostly in Italy and the United States and consist chiefly of food raw materials, drinks, packaged products, and goods sold under government monopoly.

As mentioned in the Directors’ Report, the negative impact of inventories disposed of or no longer sellable because they were damaged or past their expiration dates as a result of the pandemic amounted to € 247k (€ 213k in 2021).

# NON-CURRENT ASSETS

## VII. PROPERTY, PLANT AND EQUIPMENT

The following tables show movements in property, plant and equipment in 2022 and 2021.

| (€k) | Land and buildings | Leasehold improve-ments | Plant and machinery | Industrial and commercial equipment | Assets to be transferred free of charge | Other | Assets under construct. and advances on payments | Total |
|---|---|---|---|---|---|---|---|---|
| **Gross carrying amount** | | | | | | | | |
| **Balance at 1 January 2021** | **108,462** | **1,397,260** | **210,437** | **974,800** | **312,424** | **55,935** | **85,355** | **3,144,673** |
| Disposals | - | (239,478) | - | (53,931) | - | (1,756) | (3,149) | (298,314) |
| Exchange rate gains (losses) | 2,554 | 66,237 | 5,712 | 34,085 | - | 874 | 6,029 | 115,491 |
| Additions | 2,427 | 14,843 | 3,170 | 12,289 | 6,529 | 666 | 82,304 | 122,228 |
| Decrease | (1,301) | (98,934) | (10,015) | (53,288) | (21,286) | (1,585) | (582) | (186,991) |
| Other movements | 704 | 39,055 | 7,870 | 20,773 | 16,345 | 716 | (80,407) | 5,056 |
| **Balance at 31 December 2021** | **112,846** | **1,178,983** | **217,174** | **934,728** | **314,012** | **54,850** | **89,550** | **2,902,143** |
| Acquisitions | - | 4,091 | - | 872 | - | - | - | 4,963 |
| Exchange rate gains (losses) | 2,865 | 38,038 | 6,490 | 21,028 | - | 787 | 2,666 | 71,874 |
| Additions | 752 | 27,008 | 3,325 | 23,739 | 15,244 | 866 | 128,578 | 199,512 |
| Decrease | (871) | (152,206) | (3,403) | (79,718) | (17,949) | (765) | (492) | (255,404) |
| Other movements | 1,708 | 62,618 | 3,970 | 41,680 | 13,329 | 995 | (123,797) | 503 |
| **Balance at 31 December 2022** | **117,300** | **1,158,532** | **227,556** | **942,329** | **324,636** | **56,733** | **96,505** | **2,923,591** |
| | | | | | | | | |
| **Depreciation/Impairment losses** | | | | | | | | |
| **Balance at 1 January 2021** | **(58,324)** | **(908,759)** | **(161,889)** | **(774,244)** | **(222,816)** | **(50,694)** | **-** | **(2,176,727)** |
| Disposals | - | 110,352 | - | 39,789 | - | 1,667 | - | 151,808 |
| Exchange rate gains (losses) | (1,929) | (43,077) | (4,454) | (26,320) | - | (825) | (86) | (76,691) |
| Increase (Note XXXIII) | (2,479) | (95,405) | (10,856) | (63,842) | (15,632) | (2,171) | - | (190,385) |
| Impairment losses (Note XXXIII) | - | (4,324) | (845) | (1,063) | (4,489) | - | (1,956) | (12,677) |
| Decrease | 1,074 | 96,190 | 9,961 | 49,986 | 21,276 | 1,537 | - | 180,024 |
| Other movements | 138 | 2,144 | - | (1,585) | (1) | 2 | - | 698 |
| **Balance at 31 December 2021** | **(61,520)** | **(842,879)** | **(168,083)** | **(777,279)** | **(221,662)** | **(50,484)** | **(2,042)** | **(2,123,950)** |
| Acquisitions | - | (1,175) | - | (403) | - | - | - | (1,578) |
| Exchange rate gains (losses) | (2,195) | (25,741) | (5,158) | (15,935) | - | (739) | (72) | (49,840) |
| Increase (Note XXXIII) | (2,560) | (92,228) | (11,645) | (60,842) | (18,656) | (2,061) | - | (187,992) |
| Impairment losses (Note XXXIII) | (362) | (10,928) | (66) | (1,448) | 418 | (24) | (18) | (12,428) |
| Decrease | 142 | 150,667 | 3,385 | 79,344 | 17,949 | 750 | 307 | 252,544 |
| Other movements | - | 1,031 | - | (1,348) | 90 | - | - | (227) |
| **Balance at 31 December 2022** | **(66,495)** | **(821,253)** | **(181,567)** | **(777,910)** | **(221,861)** | **(52,558)** | **(1,825)** | **(2,123,469)** |
| | | | | | | | | |
| **Carrying amount** | | | | | | | | |
| **Balance at 31 December 2021** | **51,326** | **336,104** | **49,091** | **157,449** | **92,350** | **4,366** | **87,508** | **778,193** |
| **Balance at 31 December 2022** | **50,805** | **337,279** | **45,989** | **164,419** | **102,775** | **4,175** | **94,680** | **800,122** |

Capital expenditure in 2022 amounted to € 199,512k, while the net carrying amount of disposals was € 2,860k; the disposals produced no significant net capital gains. Other movements consist mainly of the reclassification upon completion of assets under construction, also with reference to intangible assets. Details of capital expenditure by channel and principal locations are provided in the Directors' report. In 2021, disposals for a net amount of €146,506k concerned the US motorway operations (Section 3 - Acquisitions and Disposals).

Depreciation came to € 187,992k for the year (€ 190,385k in 2021).

Impairment testing of individual locations resulted in net impairment losses of € 12,428k (€ 12,677k in 2021), 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 (€2,001k, compared with € 675k in 2021). Consistently with the method followed in the 2021 financial statements, impairment testing was based on the estimated future cash flows for each location (without incorporating any assumed efficiency gains), discounted at the average cost of capital, which reflects the cost of money and the specific business risk associated with each country.

"Leasehold improvements" refer to expenses incurred to set up or adapt leased premises and concessions. This includes costs for the development of locations managed at airports, at shopping centers in North America, and at several locations prevalently on Italian motorways.

"Assets under construction and payments on account" are concentrated mostly in the United States and Italy and include investments for new openings and contract renewals.

## VIII. RIGHT-OF-USE ASSETS

The following tables detail changes in right-of-use assets in 2022 and 2021:

| (€k) | Buildings | Other | Total |
|---|---|---|---|
| **Gross carrying amount** | | | |
| **Balance at 1 January 2021** | **2,384,596** | **6,989** | **2,391,585** |
| Disposals | (264,836) | - | (264,836) |
| Exchange rate gains (losses) | 104,174 | 119 | 104,293 |
| Additions | 328,981 | 1,142 | 330,123 |
| Decrease | (159,828) | (320) | (160,148) |
| Other movements | (19,588) | (592) | (20,180) |
| **Balance at 31 December 2021** | **2,373,499** | **7,338** | **2,380,837** |
| Acquisitions | 4,659 | - | 4,659 |
| Exchange rate gains (losses) | 59,982 | 78 | 60,060 |
| Additions | 347,001 | 1,319 | 348,320 |
| Decrease | (211,084) | (800) | (211,884) |
| Other movements | (30,869) | (555) | (31,424) |
| **Balance at 31 December 2022** | **2,543,188** | **7,380** | **2,550,568** |
| | | | |
| **Depreciation/Impairment losses** | | | |
| **Balance at 1 January 2021** | **(639,149)** | **(3,649)** | **(642,798)** |
| Disposals | 39,523 | - | 39,523 |
| Exchange rate gains (losses) | (37,181) | (81) | (37,262) |
| Increase (Note XXXIII) | (304,116) | (1,778) | (305,894) |
| Impairment losses (Note XXXIII) | (41) | - | (41) |
| Decrease | 32,667 | 251 | 32,918 |
| Other movements | 19,592 | 588 | 20,180 |
| **Balance at 31 December 2021** | **(888,705)** | **(4,669)** | **(893,374)** |
| Exchange rate gains (losses) | (23,410) | (64) | (23,474) |
| Increase (Note XXXIII) | (296,118) | (1,552) | (297,670) |
| Impairment losses (Note XXXIII) | (21,869) | - | (21,869) |
| Decrease | 38,733 | 719 | 39,452 |
| Other movements | 30,869 | 557 | 31,426 |
| **Balance at 31 December 2022** | **(1,160,500)** | **(5,009)** | **(1,165,509)** |
| | | | |
| **Carrying amount** | | | |
| **Balance at 31 December 2021** | **1,484,794** | **2,669** | **1,487,463** |
| **Balance at 31 December 2022** | **1,382,688** | **2,371** | **1,385,059** |

Right-of-use assets amounted to € 1,385,059k at 31 December 2022 (€ 1,487,463k at the end of 2021).

The net change in this item is explained by new contracts and the remeasurement of leases further to the term extensions agreed with landlords (€348,320k), including the new right of use recognized for Brussels airport (€ 80,503k) and the ISTAT-based revaluation (€ 24,734k) of Italian contracts (increases in 2021 came to €330,123k, also reflecting the two-year extension granted by the Italian government under Decree Law 121/2021 on motorway concessions as a result of the COVID-19 pandemic), as well as the decrease of €172,432k for early terminations (€127,230k at 31 December 2021) and the disposal of the North American motorway business (€225,313k affecting 2021 only; see Section 3 - Acquisitions and Disposals), and exchange differences. These transactions did not have a significant economic impact.

Depreciation on this item came to € 297,670k for the year (€ 305,894k in 2021).

Impairment testing of individual points of sale resulted in impairment losses of € 24,082k (€ 8,927k in 2021), mostly in The Netherlands, United States and Italy, net of impairment reversals of € 2,213k (€ 8,886k in 2021).

"Buildings" refers essentially to area concessions, business leases and commercial leases, while "Other assets" consist mainly of leased vehicles.

In particular:
- area concessions are contracts with which the infrastructure operator (motorway or airport) grants a concession to a specialized entity to arrange and provide food & beverage and/or fuel services, authorizing it (i) to build and install, on land owned by the grantor, buildings, plant, furnishings and fittings designed for the sale of food and drink, complementary products and groceries and/or for the distribution of fuel, and (ii) to carry on this business against payment of a fee based on turnover, with certain stipulations regarding the means and continuity of service provision during the business hours established by the grantor.
  It frequently occurs that the 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 additional specialized firms. Usually, on expiry of the contract, the assets built for the provision of motorway services must be transferred free of charge to the grantor, while this is almost never the case for airport terminals;
- leasing a business or business branches 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 which case 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 fee; for primary concession contracts between a petrol company and a motorway operator, it also entails payment of the royalties due by the petrol company;
- 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 latter two types 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.

### IX. GOODWILL

At 31 December 2022 goodwill amounted to € 844,202k, compared with € 816,944k of the previous year.

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

The carrying amounts of goodwill by geographical area and CGU are as follows:

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| North America | 423,712 | 400,593 | 23,119 |
| International | 66,421 | 69,219 | (2,798) |
| Europe | | | |
| Italy | 83,631 | 83,631 | - |
| Other European countries | 270,438 | 263,501 | 6,937 |
| **Total** | **844,202** | **816,944** | **27,258** |

The change since the previous year for € 31,992k were due to positive exchange rate differences, mainly against the US dollar, partially offset by € 4,734k to impairment losses on goodwill allocated, as of the acquisition date, to a specific concession of the Swedish subsidiary, due to the exit of the business referred to the same.

Also for 2022, the impairment test was carried out in methodological continuity with respect to previous years.

In consideration of the significant amount of goodwill recognized, the recoverability of the goodwill allocated to each CGU was tested by estimating its value in use, defined as the present value of estimated future cash flows discounted at a rate differentiated by geographical area reflecting the specific risks of the individual CGUs at the measurement date. The discount rate (Weighted Average Cost of Capital or “WACC”) was set using the Capital Assets Pricing Model, based on indicators and variables observable in the market.

The estimated future cash flows of each CGU for the five-year period 2023-2027, used to determine recoverable amount, have been calculated by each country’s executive team, validated by the country and the relevant CGU’s management, approved by Group Senior Management (CEO and CFO), and reviewed by the Board of Directors.

They have been estimated on the basis of the 2023 budget and financial projections for 2024-2027 (explicit forecast period) and developed by the CGUs’ management on the basis of expected traffic curves in the channels served by the Group, which were modelled in consideration of the specific features of those channels and the data provided by airport authorities and other external sources.

Cash flows beyond the range of financial projections have been estimated by normalizing the information from those projections, using the discount rate described above, and applying nominal growth rates (“g rates”) which do not exceed the long-term growth estimates of each CGU's country of operation (consistently with medium- to long-term inflation forecasts by the International Monetary Fund), and by using the perpetuity method to calculate terminal value. For all CGUs, growth investments are correlated with the expiration of contracts, while maintenance investments are assumed to be consistent with historical trends. The financial projections, in line with IAS 36 and consistently with previous tests, do not include either the effects of potential new contract acquisitions that have not yet been assigned or the possible efficiencies and synergies coming from the Integration previously disclosed.

The findings and conclusions of the impairment tests are backed by a Fairness Opinion issued by an independent third-party company which, including on the basis of independent checks, confirms the overall reasonableness of the outcomes and the proper application of the impairment model.

The following table shows the discount rates used for impairment testing at 31 December 2022 and the previous years. The rates have changed considerably given the rise in interest rates caused by the macroeconomic and geopolitical landscape, and by general uncertainty as to future prospects.

| | Discount rate at 31.12.2022 | Discount rate at 31.12.2021 | Discount rate at 31.12.2020 |
|---|---|---|---|
| North America | 7.4% | 6.4% | 6.5% |
| International | 7.7% | 7.2% | 7.4% |
| Italy | 7.8% | 6.6% | 6.6% |
| Other European countries | 6.2% | 5.3% | 5.1% |

On the basis of these assumptions, despite the significant increase in the discount rate, the amount of goodwill attributed to each CGU was found to be fully recoverable.

Sensitivity analyses were then conducted, taking into account the changes in the discount rate and "g" rate; and "break-even" WACC and EBITDA were identified to find the levels beyond which goodwill would be subject to impairment.

In detail:

- the following table shows the discount rates at which there would no longer be a gap between the individual CGU's value in use and book value ("stress rates"):

| | Discount rate at 31.12.2022 | "Break-even" discount rate at 31.12.2022 |
|---|---|---|
| North America | 7.4% | 13.8% |
| International | 7.7% | 17.2% |
| Italy | 7.8% | 9.2% |
| Other European countries | 6.2% | 7.4% |

- in order to eliminate the difference between the CGU's value in use and carrying amount, the Group would have to suffer EBITDA reduction of around € 137m per year for the next five years, which is not a likelihood based on the five-year projections.

These sensitivity analyses, therefore, also confirmed the full recoverability of goodwill.

See the paragraph "ESG Risks" about the impact of climate change on the financial statement line items and the related risk of impairment.

## X. OTHER INTANGIBLE ASSETS

The following tables show movements in other intangible assets in 2022 and 2021.

| (€k) | Concessions, licenses, trademarks and similar rights | Other | Assets under construction and advances on payments | Total |
|---|---|---|---|---|
| **Gross carrying amount** | | | | |
| **Balance at 1 January 2021** | **221,758** | **126,717** | **5,619** | **354,094** |
| Disposals | (5,493) | - | - | (5,493) |
| Exchange rate gains (losses) | 8,036 | 66 | - | 8,102 |
| Additions | 1,822 | 1,631 | 9,575 | 13,028 |
| Decrease | (5,861) | (62) | (252) | (6,175) |
| Other movements | 334 | 4,040 | (3,951) | 423 |
| **Balance at 31 December 2021** | **220,596** | **132,392** | **10,991** | **363,979** |
| Disposals | 5,810 | - | - | 5,810 |
| Exchange rate gains (losses) | 5,282 | 6 | - | 5,288 |
| Additions | 2,583 | 1,528 | 12,418 | 16,529 |
| Decrease | (11,142) | (261) | (19) | (11,422) |
| Other movements | 204 | 7,615 | (8,102) | (283) |
| **Balance at 31 December 2022** | **223,333** | **141,280** | **15,288** | **379,901** |
| | | | | |
| **Amortization/Impairment losses** | | | | |
| **Balance at 1 January 2021** | **(138,686)** | **(109,701)** | **-** | **(248,387)** |
| Disposals | 4,695 | - | - | 4,695 |
| Exchange rate gains (losses) | (4,480) | (49) | - | (4,529) |
| Increase (Note XXXIII) | (16,909) | (9,174) | - | (26,083) |
| Impairment losses (Note XXXIII) | (1,838) | (37) | - | (1,875) |
| Decrease | 5,535 | 61 | - | 5,596 |
| Other movements | (478) | - | - | (478) |
| **Balance at 31 December 2021** | **(152,161)** | **(118,900)** | **-** | **(271,061)** |
| Exchange rate gains (losses) | (3,199) | (14) | - | (3,213) |
| Increase (Note XXXIII) | (18,080) | (9,622) | - | (27,702) |
| Impairment losses (Note XXXIII) | (188) | (37) | - | (225) |
| Decrease | 11,127 | 261 | - | 11,388 |
| Other movements | 1 | - | - | 1 |
| **Balance at 31 December 2022** | **(162,500)** | **(128,312)** | **-** | **(290,812)** |
| | | | | |
| **Carrying amount** | | | | |
| **Balance at 31 December 2021** | **68,434** | **13,492** | **10,991** | **92,917** |
| **Balance at 31 December 2022** | **60,833** | **12,968** | **15,288** | **89,089** |

Capital expenditure in 2022 came to € 16,529k (€ 13,028k in 2021), mostly for business software, while total amortization € 27,702k (€ 26,083k in 2021).

"Other movements" consist mainly of the reclassification upon completion of assets under construction.

All "Other intangible assets" have finite useful lives.

Impairment testing of individual points of sale, carried out in conjunction with the property, plant and equipment testing mentioned in Note VII, led to intangible asset impairment losses of € 225k for the year (€ 1,875k in 2021).

## XI. INVESTMENTS

This item is mainly comprised of associates and joint ventures, measured using the equity method.

The change since 31 December 2021 reflects the Group's non-controlling interest (49%) in the new joint venture QA HMSHost LLC in Qatar through the subsidiary HMSHost International BV for € 3,942k.

Any surplus of an investment's carrying amount over pro rata equity represents future profitability inherent in the investment.

For the sake of completeness, we report that the following were recognized in accordance with the equity method:
- net positive adjustments of € 654k under "Share of the profit (loss) of equity method investments" (compared with positive adjustments of € 122k in 2021);
- negative exchange differences for € 234k (vs. immaterial exchange difference in the previous year) in the statement of comprehensive income.

Investments at 31 December 2022 and 31 December 2021 are detailed below:

| | 31.12.2022 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | Revenues | Total assets | Total liabilities | Profit (loss) for the year | Carrying amount |
| Name | Registered office | Countries | % held | Currency | Currency/000 | | | €/000 | |
| QA HMSHost LLC | Doha | Qatar | 49% | QAR | 63,032 | 88,754 | 55,426 | 320 | 4,028 |
| Caresquick N.V. | Antwerp | Belgium | 50% | EUR | 8,654 | 2,490 | 1,020 | 334 | 1,245 |
| Other | | | | | | | | | 52 |
| **Total as of 31 December 2022** | | | | | | | | **654** | **5,325** |

| | 31.12.2021 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | Revenues | Total assets | Total liabilities | Profit (loss) for the year | Carrying amount |
| Name | Registered office | Countries | % held | Currency | Currency/000 | | | €/000 | |
| DLV-WSE. LLC * | California | USA | 49% | USD | - | - | - | 33 | - |
| QA HMSHost LLC | Doha | Qatar | 49% | QAR | - | - | - | - | - |
| Caresquick N.V. | Antwerp | Belgium | 50% | EUR | 4,317 | 1,820 | 1,011 | 89 | 910 |
| Other | | | | | | | | | 51 |
| **Total as of 31 December 2021** | | | | | | | | **122** | **961** |

* Wound up in 2021.

## XII. LEASE RECEIVABLES

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Lease receivables – current | 15,614 | 15,964 | (350) |
| Lease receivables – non current | 58,840 | 59,890 | (1,050) |
| **Total** | **74,454** | **75,854** | **(1,400)** |

The recognition of "Lease receivables" represents the transfer of some of the Group's rights of use to third parties under sublease agreements (mostly in North America). At 31 December 2022 this item amounted to € 74,454k (€ 75,854k at the end of 2021), of which € 15,614k (€ 15,964k at 31 December 2021) was classified under current assets and € 58,840k (€ 59,890k the previous year) under non-current assets.

Of the change for the year, € 16,949k (€ 15,160k at 31 December 2021) refers to new sublease agreements and the remeasurement of existing ones, € 693k (€ 4,798k the previous year) to early terminations, and for the remaining part to positive exchange rate differences for € 4,197k.

Implicit interest accrued came to € 3,590k (€ 2,384k in 2021), while amounts received totaled € 22,974k (€ 9,468k the previous year).

In addition, these receivables decreased as a result of the permanent rent reduction agreements on subleases that the Group has granted in connection with the COVID-19 emergency (see Note XXVIII for the impact on the Income statement).

## XIII. OTHER FINANCIAL ASSETS

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Interests-bearing sums with third parties | 3,565 | 3,943 | (378) |
| Guarantee deposits | 20,349 | 18,978 | 1,371 |
| Other financial receivables from third parties | 10,619 | 7,974 | 2,645 |
| **Total** | **34,533** | **30,895** | **3,638** |

"Interest-bearing sums with third parties" consist of security deposits on which the Group receives interest. The balance is in line with the previous year.

The change in the item "Guarantee deposits" is essentially due to exchange differences.

"Other financial receivables from third parties" consist primarily of the non-current portion of capital advances due back from the non-controlling shareholders of some North American subsidiaries and non-subsidiary companies; the amount takes account of their ability to pay the sums back with future earnings. The increase in this item refers to new loans granted and exchange differences.

## XIV. DEFERRED TAX ASSETS AND LIABILITIES

At the end of 2022, deferred tax assets not offsettable against deferred tax liabilities amounted to € 50,312k (€ 62,279k at 31 December 2021). At the end of 2022, deferred tax liabilities not offsettable against deferred tax assets amounted to € 9,903k (€ 16,243k the previous year).

Deferred tax liabilities and deferred tax assets are broken down as follows:

| (€k) | 31.12.2022 | 31.12.2021 |
|---|---|---|
| Deferred tax liabilities gross | 69,732 | 78,246 |
| Deferred tax assets available for offset | (59,829) | (62,003) |
| **Deferred tax liabilities non available for offset** | **9,903** | **16,243** |
| **Deferred tax assets non available for offset** | **50,312** | **62,279** |

The following tables show gross movements in deferred taxes in 2022 and 2021.

| (€k) | 31.12.2021 | Recognised in profit and loss | Recognised in other comprehensive income | Exchange rate gains (losses) and other variations | Consolidation perimeter variation | 31.12.2022 |
|---|---|---|---|---|---|---|
| **Deferred tax assets** | | | | | | |
| Property, plant and equipment and intangible assets | 29,768 | (1,964) | (78) | (3) | - | 27,723 |
| Right-of-use assets | 23,448 | 11,096 | - | 701 | - | 35,245 |
| Trade receivables | 12,268 | (524) | - | 840 | - | 12,584 |
| Other assets | 5,434 | (2,535) | - | (337) | - | 2,562 |
| Defined benefit plans and provisions for personnel | 16,569 | 2,147 | (2,572) | 803 | - | 16,947 |
| Provision for risks and charges | 1,758 | (150) | - | 29 | - | 1,637 |
| Other liabilities | 543 | (3) | - | 316 | - | 856 |
| Carry-forward tax losses | 34,494 | (22,206) | - | 299 | - | 12,587 |
| **Total** | **124,282** | **(14,139)** | **(2,650)** | **2,648** | **-** | **110,141** |
| | | | | | | |
| **Deferred tax liabilities** | | | | | | |
| Property, plant and equipment and intangible assets | 47,882 | (9,532) | - | 2,347 | - | 40,697 |
| Right-of-use assets | 538 | (462) | - | (42) | - | 34 |
| Other assets | 26,801 | (2,239) | - | 1,611 | - | 26,173 |
| Provision for risks and charges | 68 | (70) | - | 2 | - | - |
| Defined benefit plans and provisions for personnel | 1,919 | (420) | - | 92 | - | 1,591 |
| Other reserves and retained earnings | 58 | - | - | 4 | - | 62 |
| Other liabilities | 980 | 195 | - | - | - | 1,175 |
| **Total** | **78,246** | **(12,528)** | **-** | **4,014** | **-** | **69,732** |

| (€k) | 31.12.2020 | Recognised in profit and loss | Recognised in other comprehensive income | Exchange rate gains (losses) and other variations | Consolidation perimeter variation | 31.12.2021 |
|---|---|---|---|---|---|---|
| **Deferred tax assets** | | | | | | |
| Property, plant and equipment and intangible assets | 28,882 | 3,969 | (3) | (3,080) | - | 29,768 |
| Right-of-use assets | 13,700 | 9,174 | - | 574 | - | 23,448 |
| Trade receivables | 14,826 | (3,582) | - | 1,024 | - | 12,268 |
| Other assets | 3,494 | (4,358) | - | 6,298 | - | 5,434 |
| Defined benefit plans and provisions for personnel | 17,868 | (1,287) | (1,069) | 1,057 | - | 16,569 |
| Provision for risks and charges | 2,524 | (766) | - | - | - | 1,758 |
| Other reserves and retained earnings | 5,086 | - | - | (5,086) | - | - |
| Other liabilities | 526 | (163) | - | 180 | - | 543 |
| Carry-forward tax losses | 55,371 | (33,956) | - | 13,079 | - | 34,494 |
| **Total** | **142,276** | **(30,969)** | **(1,072)** | **14,048** | **-** | **124,282** |
| | | | | | | |
| **Deferred tax liabilities** | | | | | | |
| Property, plant and equipment and intangible assets | 72,689 | (28,302) | - | 3,495 | - | 47,882 |
| Right-of-use assets | 1,048 | (567) | - | 57 | - | 538 |
| Other assets | 34,812 | (10,255) | - | 2,244 | - | 26,801 |
| Provision for risks and charges | 145 | (80) | - | 3 | - | 68 |
| Defined benefit plans and provisions for personnel | 1,866 | - | - | 53 | - | 1,919 |
| Other reserves and retained earnings | 54 | 1 | - | 3 | - | 58 |
| Other liabilities | 1,211 | (294) | - | 63 | - | 980 |
| **Total** | **111,823** | **(39,497)** | **-** | **5,918** | **-** | **78,246** |

Tax losses existing at 31 December 2022 on which deferred tax assets have not been recognized amount to € 596,360k, mainly attributable to the Italian companies of the Group. The corresponding unrecognized tax benefit would be € 144,044k. The tax losses of Italian companies on which deferred tax assets have not been recognized (€ 325,886k) take into account the tax losses transferred back to each entity after previously flowing into the tax consolidation with Edizione, now discontinued due to the change of control resulting from the Integration of Autogrill S.p.A. in Dufry, which has led to the write-down of the deferred tax assets formerly recognized by Autogrill S.p.A. pursuant to that arrangement. The write-down attributable to Autogrill S.p.A. amounts to € 18,566k. Again, due to the change of control, some write-downs had to be made on deferred tax assets from losses in various European countries (€ 4,654k), in consideration of local tax laws that disallowed their recognition under such circumstances.

As mentioned in the section on accounting standards, deferred tax assets on tax losses are recognized prudently up to the amount that is probable to be recovered.

## XV. OTHER RECEIVABLES

"Other non-current receivables" at 31 December 2022 amounted to € 7,746k (€ 44,344k at 31 December 2021). The significant decrease is due to the collection during the month of April 2022 of the income recognised in 2020 by the US subsidiary against the carry back mechanism, as better described in Note III. The balance includes € 3,130k ($ 3,338k) for the carry back fee expected to be collected by 2024.

## CURRENT LIABILITIES

### XVI. TRADE PAYABLES

“Trade payables” at 31 December 2022 came to € 416,193k. The net increase with respect to the balance of € 357,609k at 31 December 2021 is mainly due to the increase in purchases during the year, for the recovery of the business, as well as the dynamics of supplier payments.

### XVII. TAX LIABILITIES

“Current tax liabilities” amount to € 6,354k (€ 1,164k at 31 December 2021) and refer to taxes accrued during the year net of offsettable credits.

### XVIII. OTHER PAYABLES

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Personnel expense | 132,133 | 98,444 | 33,689 |
| Due to suppliers for additions of capital expenditure | 77,646 | 75,164 | 2,482 |
| Social security and defined contribution plans | 41,818 | 43,605 | (1,787) |
| Indirect taxes | 50,267 | 59,738 | (9,471) |
| Withholding taxes | 8,214 | 7,122 | 1,092 |
| Other | 79,486 | 94,920 | (15,434) |
| **Total** | **389,564** | **378,993** | **10,571** |

Most of the net increase in “Personnel expense” reflects the upturn in business and the almost complete elimination of measures taken by the Group management in 2020 and 2021 to mitigate the effects of the COVID-19 crisis, as well as the accrual of premiums and accruals relating to 2022.

The increase in “Suppliers for investments” reflects the seasonality in the execution of investments whose realization is concentrated, typically for the Group, in the last quarter of the year. The increase reflects the fact that the 2021 balance was still affected by the decline in capital expenditures during the pandemic.

The item “Social security and defined contribution plans” refers to the amount due to local social security institutions and payments due under defined contribution programs. The decrease mostly regards the reduction of the extended payment terms granted by the governments of various countries as a form of COVID-19 relief.

Most of the change in “Indirect taxes” concerns value added tax and sales tax. The sizable decrease was caused by the partial reimbursement of the amount relating to the extended payment terms granted by the Dutch tax authorities in accordance with a government regulation concerning COVID-19 (the remaining balance was € 16,409k at 31 December 2022 and € 24,490k at the end of the previous year).

In addition, the heading “Other” includes amounts due to Directors and Statutory Auditors as well as deferred promotional contributions from suppliers and accrued liabilities for utilities and maintenance, which increased as a result of the recovery in business. At 31 December 2021 this item also includes € 13,409k due by the German subsidiary Le CroBag GmbH & Co KG to the Benetton Group for COVID-19 relief payments which, as part of the joint request filed with the Benetton Group, and finally relegated to the latter during the month of September 2022; the additional tranche received during 2022 for a further € 1,244k was transferred to the Benetton Group in October 2022 (Paragraph 12 "Other information – Relations with related parties").

### XIX. OTHER FINANCIAL LIABILITIES

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Accrued expense and deferred income for interest on loans | 2,747 | 1,212 | 1,535 |
| Liabilities due to others | 250 | 226 | 24 |
| Fair value of exchange rate hedging derivatives | 510 | 151 | 359 |
| **Total** | **3,507** | **1,589** | **1,918** |

"Accrued expenses and deferred income for interest on loans" includes financial charges on the term loan subscribed by Autogrill S.p.A. and the US subsidiary HMSHost Corporation.

"Liabilities due to others" refer to financial payables to the non-controlling shareholders of certain North American subsidiaries.

"Fair value of exchange rate hedging derivatives" refers to the fair value measurement of the derivatives entered into to hedge currency risk, in particular to the forward sale and/or purchase of currency by the US subsidiary HMSHost Corporation.

## NON-CURRENT LIABILITIES

### XX. OTHER PAYABLES

These amount to € 19,188k (€ 16,166k at 31 December 2021) and includes mainly long-term personnel payables to North American subsidiaries and liabilities for defined contribution plans.

### XXI. LOANS

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Current account overdrafts | 26,365 | 32,809 | (6,444) |
| Unsecured bank loans | 537,144 | 5,312 | 531,832 |
| Commissions on loans | (4,048) | - | (4,048) |
| **Total current** | **559,461** | **38,121** | **521,340** |
| Unsecured bank loans | 28,316 | 549,401 | (521,085) |
| Commissions on loans | - | (5,157) | 5,157 |
| **Total non-current** | **28,316** | **544,244** | **(515,928)** |
| **Total** | **587,777** | **582,365** | **5,412** |

"Unsecured bank loans" (current) refer to the amortizing term loan facilities used by Autogrill S.p.A. for € 200m and by HMSHost Corporation for $ 347,790k (€ 326,074k), previously classified as non-current, which because of the contract amendment described below regarding the change of control are now due within 12 months; they also include the current portion of COVID-19-related loans received by the European subsidiaries.

The breakdown of "Unsecured bank loans" at the close of 2022 and 2021 is presented below:

| | | 31.12.2022 | | 31.12.2021 | |
|---|---|---|---|---|---|
| | Expiry | Amount (€k) | Drawdowns (€k) * | Amount (€k) | Drawdowns (€k) * |
| Term Loan Facility - Autogrill S.p.A. (Tranche I) | September 2023 ** | 200,000 | 200,000 | 200,000 | 200,000 |
| Term Loan Facility – HMSHost Corporation (Tranche II) *** | September 2023 ** | 326,074 | 326,074 | 307,072 | 307,072 |
| Revolving Amortizing Facility **** | September 2023 ** | 500,000 | - | 500,000 | - |
| **2021 Line** | | **1,026,074** | **526,074** | **1,007,072** | **507,072** |
| | | | | | |
| Other credit lines | | 39,387 | 39,387 | 48,488 | 47,641 |
| **2020 and 2021 Line** | | **39,387** | **39,387** | **48,488** | **47,641** |
| | | | | | |
| **Total** | | **1,065,460** | **565,460** | **1,055,560** | **554,713** |
| ***of which current portion ******* | | ***1,037,144*** | ***537,144*** | ***5,312*** | ***5,312*** |
| **Total lines of credit net of current portion** | | **28,316** | **28,316** | **1,050,248** | **549,401** |

* Drawdowns in foreign currency are valued based on exchange rates at 31 December 2022 and 31 December 2021.
** Original expiry date October 2026.
*** Equivalent to $ 347,790k.
**** Line available to Autogrill S.p.A. and HMSHost Corporation (for the latter, up to $ 200m).
***** At 31 December 2022 the balance refers to Autogrill S.p.A e HMSHost Corporation, French, Swiss, and Greek subsidiaries (respectively for € 9,151k, € 1,100k and € 820k). At 31 December 2021 the balance was referred to French, Swiss, and Greek subsidiaries (respectively for € 3,660k, € 1,452k and € 200k).

At 31 December 2022 the Group's committed credit facilities were drawn down by 53%, as well at 31 December 2021.

In the fourth quarter of 2021 the Group revised its debt mix in order to reduce the overall cost of borrowing, improve financial flexibility, and extend average residual duration in continuity with the corporate finance transactions completed in the first nine months of the year.

In that context, on 28 October 2021 Autogrill S.p.A. and a pool of leading banks signed a facility agreement for maximum total principal of one billion euros, which was also entered into by the US subsidiary HMSHost Corporation on 22 November 2021.

The loan is made up of:
- an amortizing term loan of € 500m, to be split into two tranches: i) Tranche I of up to € 200m, available to Autogrill S.p.A. and ii) Tranche II of up to € 300m ($ 347,790k), available in US dollars to the subsidiary HMSHost Corporation. Tranche I will be paid back starting in October 2024 in two yearly installments of € 66m, with a final principal payment of € 68m in October 2026, while Tranche II will be paid back starting in October 2024 in two yearly installments of $ 114.8m, with a final principal payment of $ 118.2m in October 2026;
- a revolving credit line of € 500m available to Autogrill S.p.A. and of up to $ 200m available to HMSHost Corporation, to be fully repaid by October 2026.

On 3 December 2021 the Group completed its refinancing through the use of Tranche I of the amortizing term loan in the amount of € 200m by Autogrill S.p.A. and Tranche II of the amortizing term loan in the amount of € 300m ($ 347,790k) by HMSHost Corporation.

The facility agreement requires the compliance with the following financial ratios: leverage ratio (net debt/adjusted EBITDA) of 3.5 or less and interest coverage (adjusted EBITDA/net financial expense) of at least 4.5, calculated on Group consolidated data. At 31 December 2022, these parameters have been met.

For the calculation of these ratios, net debt, adjusted EBITDA, and financial charges are measured according to contractual definitions and therefore differ from the amounts valid for financial reporting purposes. Thus, the final ratios are not readily apparent from the financial statements.

By contract, the lenders are entitled to cancel the facilities and force the borrower to pay back all amounts in advance in the event of the borrower's change of control. For these purposes, a "change of control" would occur if one or more parties — other than the current key investors of Edizione S.p.A. — acted individually or in concert to acquire control of Autogrill S.p.A. as defined by paragraphs 1.1 and 1.2 of Civil Code Art. 2359.

In December 2022, as requested by the Group, the loan contract was amended; such amendment provides, if the change of control resulted from the Integration of Autogrill S.p.A. in Dufry, the full repayment of the loan and cancellation of the credit facilities within five business days following the settlement of Dufry's mandatory public tender offer or by 30 September 2023, if earlier ("long stop date"). As a consequence of the payment timelines described, these debit have been classified as short-term exposures in line with the relevant accounting principles.

## XXII. LEASE LIABILITIES

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Lease liabilities – current | 308,764 | 309,098 | (334) |
| Lease liabilities – non current | 1,339,031 | 1,383,163 | (44,132) |
| **Total** | **1,647,795** | **1,692,261** | **(44,466)** |

This item includes the current and non-current portion of liabilities arising from the discounting of minimum guaranteed lease payments, as a result of applying IFRS 16.

Of the change in this item, € 365,325k (€ 344,830k at 31 December 2021) concerns new contracts and the remeasurement of leases further to the lease term extensions agreed with landlords and other changes concerned COVID-19 related negotiations, a decrease for early lease terminations € 177,607k (compared with € 133,631k in 2021), and acquisitions made at airports in North America for € 4,659k (paragraph 3 – Acquistions and Disposals), as well as positive exchange differences of € 47,583k.

Implicit interest accrued came to € 44,766k (€ 45,048k in 2021), while amounts paid totaled € 297,416k (€ 194,760k the previous year).

In addition, financial liabilities also decreased due to permanent rent reduction agreements, already concluded with landlords as a result of the COVID-19 emergency and falling within the scope of the amendment to IFRS 16 (see Note XXXI for the impact on the Income statement).

## XXIII. OTHER FINANCIAL LIABILITIES

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Liabilities due to others | 922 | 922 | - |
| **Total** | **922** | **922** | **-** |

"Liabilities due to others" refer mainly to financial payables to the non-controlling shareholders of the Indonesian entity in the business unit International and of certain North American subsidiaries.

### XXIV. DEFINED BENEFIT PLANS

At 31 December 2022 the net value of "Defined benefit plans" was € 31,202k (€ 44,905k at the close of the previous year).

The table below shows details of employee benefits recognized as defined benefit plans. The legal obligation for Italian post-employment benefits ("Trattamento di fine rapporto" or "T.F.R.") is € 31,726k, compared with € 30,206k determined on an actuarial basis.

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| **Defined benefit plans:** | | | |
| Post-employment benefit | 30,206 | 37,276 | (7,070) |
| Other defined benefit plans | 996 | 7,629 | (6,633) |
| **Total** | **31,202** | **44,905** | **(13,703)** |

The following is a reconciliation of the present value of the obligation and the fair value of assets against the liability recognized:

| (€k) | 31.12.2022 | 31.12.2021 | 31.12.2020 | 31.12.2019 | 31.12.2018 |
|---|---|---|---|---|---|
| Present value of the funded plans | 72,798 | 84,821 | 98,630 | 101,714 | 94,741 |
| Fair value of the plan assets | (74,639) | (80,423) | (82,841) | (80,103) | (71,695) |
| | **(1,841)** | **4,398** | **15,789** | **21,611** | **23,046** |
| Present value of the unfunded plans | 33,043 | 40,507 | 44,293 | 46,390 | 47,990 |
| **Net liabilities recognised** | **31,202** | **44,905** | **60,082** | **68,001** | **71,036** |

The actuarial assumptions used to calculate defined benefit plans are summarized in the following table:

| | Italy | | Switzerland | | Other plans | |
|---|---|---|---|---|---|---|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Discount rate | 3.6% | 0.4% | 2.3% | 0.4% | 3.6%-4.1% | 0.7%-1.1% |
| Inflation rate | 2.3% | 1.8% | 1.2% | 0.6% | 2.3% | 1.8% |
| Yield on assets | - | - | - | - | 1.1% | 1.1% |
| Salary increase rate | - | - | 1.5% | 1.0% | 1%-3.5% | 1%-2.3% |
| Pension increase rate | 3.2% | 2.8% | - | - | - | - |

The discount rates were determined based on the yield of corporate bonds of high standing at the date of these financial statements.

Below are the amounts recognized in the Income statement for defined benefit plans:

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Current service costs | 2,039 | 2,384 | (345) |
| Past service costs (income) | (61) | (5,167) | 5,106 |
| Net interest expense | 508 | 111 | 397 |
| **Total** | **2,486** | **(2,672)** | **5,158** |

Interest expense of € 508k is recognized under "Financial expense" net of interest income on plan assets, while the post-employment benefit cost is recognized under "Personnel expense".

Movements in the present value of post-employment benefit obligations are as follows:

| (€k) | Italy | Switzerland | Other plans | Total |
|---|---|---|---|---|
| **Present value of the obligation at 31 December 2020** | **40,707** | **92,408** | **9,808** | **142,923** |
| Current service costs | - | 2,009 | 375 | 2,384 |
| Past service costs (income) | - | (5,167) | - | (5,167) |
| Interest expense | 42 | 180 | 68 | 290 |
| Actuarial losses (gains) due to: | | | | |
| – demographic assumptions | - | (4,035) | (64) | (4,100) |
| – financial assumptions | 271 | (1,963) | (691) | (2,383) |
| – experience adjustments | 946 | (1) | (148) | 797 |
| Employees' share of contributions | - | 1,487 | (71) | 1,417 |
| Benefit paid | (4,688) | (8,857) | (263) | (13,809) |
| Exchange rate losses (gains) | - | 3,435 | 18 | 3,453 |
| Other | - | (394) | (84) | (478) |
| **Present value of the obligation at 31 December 2021** | **37,276** | **79,102** | **8,947** | **125,327** |
| Current service costs | - | 1,590 | 449 | 2,039 |
| Past service costs (income) | - | - | (61) | (61) |
| Interest expense | 455 | 316 | 103 | 875 |
| Actuarial losses (gains) due to: | | | | |
| – demographic assumptions | - | - | 109 | 109 |
| – financial assumptions | (5,718) | (14,217) | (2,001) | (21,936) |
| – experience adjustments | 2,572 | 2,149 | (166) | 4,556 |
| Employees' share of contributions | - | 1,736 | (56) | 1,680 |
| Benefit paid | (4,407) | (5,279) | (273) | (9,959) |
| Exchange rate losses (gains) | - | 3,601 | (8) | 3,594 |
| Other | 25 | (423) | 16 | (382) |
| **Present value of the obligation at 31 December 2022** | **30,206** | **68,576** | **7,059** | **105,841** |

This table shows movements in the present value of plan assets:

| (€k) | Italy | Switzerland | Other plans | Total |
|---|---|---|---|---|
| **Fair value of the assets at 31 December 2020** | **-** | **76,897** | **5,944** | **82,841** |
| Interest income | - | 155 | 24 | **180** |
| Estimated yield on plan assets, except interest income | - | 645 | (747) | **(102)** |
| Employees' share of contributions | - | 1,487 | - | **1,487** |
| Group's share of contributions | - | 1,763 | 372 | **2,135** |
| Benefits paid | - | (8,857) | (129) | **(8,986)** |
| Exchange rate gains (losses) | - | 3,262 | - | **3,262** |
| Other | - | (394) | - | **(394)** |
| **Fair value of the assets at 31 December 2021** | **-** | **74,959** | **5,464** | **80,423** |
| Interest income | - | 306 | 61 | **367** |
| Estimated yield on plan assets, except interest income | - | (6,031) | (1,734) | **(7,764)** |
| Employees' share of contributions | - | 1,736 | - | **1,736** |
| Group's share of contributions | - | 1,837 | 304 | **2,141** |
| Benefits paid | - | (5,279) | (87) | **(5,366)** |
| Exchange rate gains (losses) | - | 3,525 | - | **3,525** |
| Other | - | (423) | - | **(423)** |
| **Fair value of the assets at 31 December 2022** | **-** | **70,630** | **4,009** | **74,639** |

The main categories of plan assets are:

| (€k) | Switzerland | | Belgium | |
|---|---|---|---|---|
| Cash and cash equivalents | 706 | 1.0% | 4,009 | 100.0% |
| Equity instruments | 16,246 | 23.0% | - | 0.0% |
| Bonds | 33,198 | 47.0% | - | 0.0% |
| Real estate | 13,421 | 19.0% | - | 0.0% |
| Other securities | 7,059 | 10.0% | - | 0.0% |
| **Fair value of the assets at 31 December 2022** | **70,630** | **100.0%** | **4,009** | **100.0%** |

Equity instruments and bonds have official market prices.

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.

| | Italy | | Switzerland | | Belgium | |
|---|---|---|---|---|---|---|
| (€k) | +0.25% | -0.25% | +0.25% | -0.25% | +0.5% | -0.5% |
| Discount rate | (415) | 426 | (1,882) | 2,000 | 289 | (312) |
| Salary increase rate | - | - | 330 | - | - | - |
| Pension increase rate | - | - | - | - | - | - |
| Inflation rate | 269 | (265) | - | - | - | - |

As a result of the estimated revision, the defined benefit liability decreased gross by € 9,507k which, net of the related tax effect of € 2,572k, resulted in a net impact of € 6,935k, recognised in the Other comprehensive income statement (Note XXVI).

### XXV. PROVISIONS FOR RISKS AND CHARGES

The change is due to normal allocations and utilizations for the year, and to the release of provisions as described below.

| (€k) | 31.12.2021 | Other movements and exchange rate | Allocations | Reversals | Utilizations | 31.12.2022 |
|---|---|---|---|---|---|---|
| Provision for taxes | 3,229 | 1,352 | 142 | - | - | 4,724 |
| Other provisions | 6,565 | 753 | 13,809 | (64) | (13,324) | 7,739 |
| Restructuring provision | 589 | - | - | - | (589) | - |
| Provision for legal disputes | 8,767 | (393) | 9 | (439) | (1,231) | 6,714 |
| Provision for onerous contracts | 507 | - | 142 | (277) | - | 372 |
| Provision for the refurbishment of third party assets | 1,235 | (35) | 542 | - | - | 1,742 |
| **Total provisions for current risks and charges** | **20,892** | **1,677** | **14,645** | **(779)** | **(15,144)** | **21,291** |
| Other provisions | 20,541 | 1,124 | 1,348 | (1,150) | (455) | 21,408 |
| Provision for legal disputes | 1,721 | - | 869 | (631) | (540) | 1,419 |
| Provision for the refurbishment of third party assets | 9,370 | 401 | 5,250 | - | (1,180) | 13,841 |
| Provision for onerous contracts | - | - | 29 | - | - | 29 |
| **Total provisions for non-current risks and charges** | **31,633** | **1,525** | **7,496** | **(1,782)** | **(2,175)** | **36,697** |

| (€k) | 31.12.2020 | Other movements and exchange rate | Allocations | Reversals | Utilizations | 31.12.2021 |
|---|---|---|---|---|---|---|
| Provision for taxes | 2,843 | 244 | 169 | - | (27) | 3,229 |
| Other provisions | 6,750 | 6,105 | 4,242 | - | (10,532) | 6,565 |
| Provision on investment | 43 | 4 | - | - | (47) | - |
| Restructuring provision | 6,533 | (1) | - | (255) | (5,688) | 589 |
| Provision for legal disputes | 10,629 | 136 | 1,351 | (154) | (3,195) | 8,767 |
| Provision for onerous contracts | - | - | 507 | - | - | 507 |
| Provision for the refurbishment of third party assets | 435 | 41 | 759 | - | - | 1,235 |
| **Total provisions for current risks and charges** | **27,233** | **6,529** | **7,028** | **(409)** | **(19,489)** | **20,892** |
| Other provisions | 25,508 | (5,251) | 870 | - | (586) | 20,541 |
| Provision for legal disputes | 1,981 | - | 711 | (153) | (818) | 1,721 |
| Provision for the refurbishment of third party assets | 7,733 | 1,505 | 2,068 | (298) | (1,638) | 9,370 |
| **Total provisions for non-current risks and charges** | **35,223** | **(3,746)** | **3,649** | **(451)** | **(3,042)** | **31,633** |

#### PROVISION FOR TAXES

This item relates primarily to disputes over US companies' indirect tax obligations and reflect the advice of the Group's tax advisors. No significant allocations were made during the year.

### OTHER PROVISIONS

These principally consist of a United States "self-insurance" provision covering the deductibles on third-party liability contained in insurance plans, settled on an annual basis. In 2022, € 12,295k was allocated to the current and non-current portions of this provision, determined by independent appraisers on the basis of track records and forecasts regarding accidents, while settlements for the year came to € 13,182k.

### PROVISION FOR LEGAL DISPUTES

This provision covers the risk of losing lawsuits brought against Group companies, and takes account of the opinions of the Group's legal advisors. Utilizations concern actual payments, in line with forecasts.

### PROVISION FOR THE REFURBISHMENT OF THIRD PARTY ASSETS

This represents the estimated liability for ensuring that leased assets are returned in the contractually agreed condition. This type of fund is mainly allocated in Switzerland, Germany and in the countries belonging to the International business unit as a consequence of the typical commercial practices of the channel and geography.

### RESTRUCTURING PROVISION

This provision, first recognized in 2020, concerns restructuring plans implemented in Italy and Europe. The remaining balance relates exclusively to the French subsidiaries and was used in full during the second half of 2022.

### PROVISION FOR ONEROUS CONTRACTS

This refers to long-term leases or concession agreements on commercial units that are not profitable enough to cover promotional contributions and service fees, mainly related to a location of the Austrian subsidiary whose landlord has opted for early termination.

## XXVI. EQUITY

Movements in equity items during the year are detailed in the Statement of changes in equity.

### SHARE CAPITAL

After the Extraordinary Shareholders' Meeting of 25 February 2021 approved the mandate to increase the share capital, the option period ran from 14 June to 29 June inclusive. During the option period 249,110,975 options were exercised for the purchase of 129,537,707 new shares (99.16% of the total), amounting to € 594,578k, of which € 76,427k goes to share capital and the rest to the share premium reserve.

At the end of the option period, 2,107,375 options were unexercised for the purchase of 1,095,835 new shares, or 0.84% of the total. Those options were placed on the Milan Stock Exchange and sold in their entirety on 1 July 2021. They have since been exercised in full, for a total of € 5,030k, of which € 647k has been allocated to share capital and the rest to the share premium reserve.

On 20 July 2021, the certification of the capital increase was filed with the Novara Companies Register.

Therefore, at 31 December 2022 Autogrill S.p.A.'s share capital, fully subscribed and paid in, amounted to € 145,762k (unchanged compared to 31 December 2021) and was made up of 385,033,542 ordinary shares with no specified par value (unchanged compared to 31 December 2021).

At 31 December 2022 Schema Beta S.p.A. (previously Schematrentaquattro S.p.A.), wholly owned by Edizione S.p.A., held 50.3% of the share capital.

### LEGAL RESERVE

The legal reserve (€ 13,738k) is the portion of Autogrill S.p.A. profits that cannot be paid out as dividends, in accordance with Art. 2430 of the Italian Civil Code.

### TRANSLATION RESERVE

Translation differences are generated by the translation into euros of the foreign currency financial statements of companies consolidated on a line-by-line basis or using the equity method, net of the fair value of instruments designated as net investment hedges. Of the increase, € 26,621k concerns exchange rate differences from the translation of financial statements in foreign currencies, € 73k to the change in the fair value of instruments designated as net investment hedges, net of the tax effect offset by € 234k of the portion of the components of Other comprehensive income for investments accounted for using the equity method (Note XI).

### SHARE PREMIUM RESERVE

The share premium reserve, formed as a result of the capital increase described above, includes the portion of the capital increase price designated as a share premium: € 524,083k net of € 22,813k in transaction costs, of which € 1,047 recorded in the early 2022.

### OTHER RESERVES AND RETAINED EARNINGS

These include the profits of subsidiaries not distributed as dividends and the amount allocated to reserves in relation to the costs recorded in the income statement in relation to the performance share units plans.

Regarding those plans, the calculation at 31 December 2022 of the residual vesting period, considering that rights will accrue to beneficiaries as of the change of control in the context of the Integration of Autogrill S.p.A. in Dufry rather than on the original vesting dates for each wave, entailed making a provision greater than called for in the original plan in order to accommodate the accelerated vesting period, as better explained in Section 12 - Other information - Incentive plans for directors and key management personnel.

Other reserves and retained earnings also include unrealized actuarial gains and losses (net of the tax effect) arising from the remeasurement of defined benefit plan assets and liabilities.

The change in this item was also caused by the use of reserves to cover the 2021 loss on the basis of the Shareholders' Meeting resolution of 26 May 2022, the tax effect arising from the sale of the ICT and Payroll divisions in 2020 by Autogrill Advanced Business Services S.p.A. to the two subsidiaries Autogrill Italia S.p.A. and Autogrill Europe S.p.A. (negative € 35k), the disposal of 20% of shares to the minorities in a company in the US (€ 2,235k), and the tax effect on the recapitalization of Autogrill S.p.A. (€ 11k).

### TREASURY SHARES

At 31 December 2022 Autogrill S.p.A. owned 3,181,641 treasury shares with a carrying amount of € 13,042k, unchanged since the end of 2021.

### NON-CONTROLLING INTERESTS

Non-controlling interests amount to € 57,146k, compared with € 51,002k at 31 December 2021. Most of the change is due to the profit for the period € 33,732k and exchange gains of € 2,879k, net of the decrease in non-controlling interests due to reduced contributions for capital expenditure in the amount of € 30,865k and the effect on third parties of acquisitions in North America for € 398k.

## OTHER COMPREHENSIVE INCOME

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

| | Full Year 2022 | | | Full Year 2021 | | |
|---|---|---|---|---|---|---|
| (€k) | Gross amount | Tax benefit (expense) | Net amount | Gross amount | Tax benefit (expense) | Net amount |
| Remeasurements of the defined benefit (liabilities) asset | 9,507 | (2,572) | 6,935 | 5,584 | (1,069) | 4,515 |
| **Items that will never be reclassified to profit or loss** | **9,507** | **(2,572)** | **6,935** | **5,584** | **(1,069)** | **4,515** |
| Equity-accounted investee – share of other comprehensive income | (234) | - | (234) | - | - | - |
| Foreign currency translation differences for foreign operations | 29,500 | - | 29,500 | 37,633 | - | 37,633 |
| Gain (loss) on net investment hedge | 151 | (78) | 73 | 39 | (3) | 36 |
| **Items that may be subsequently reclassified to profit or loss** | **29,417** | **(78)** | **29,339** | **37,672** | **(3)** | **37,669** |
| **Total comprehensive income** | **38,924** | **(2,650)** | **36,274** | **43,256** | **(1,072)** | **42,184** |

# 5. NOTES TO THE INCOME STATEMENT

## XXVII. REVENUE

"Revenue" is detailed below:

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Food & Beverage sales | 4,148,341 | 2,596,802 | 1,551,539 |
| Oil sales | 313,018 | 285,832 | 27,186 |
| **Total** | **4,461,359** | **2,882,634** | **1,578,725** |

The 2022 results showed great growth, mainly linked to positive business performance in all operating sectors.

See the Directors' Report for a detailed review of sales performance.

## XXVIII. OTHER OPERATING INCOME

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Marketing contributions from suppliers | 42,057 | 40,248 | 1,809 |
| Income from business leases | 35,207 | 24,377 | 10,830 |
| Affiliation fees | 3,884 | 2,927 | 957 |
| Gain on sales of property, plant and equipment | 6,369 | 2,008 | 4,361 |
| Other income | 138,206 | 107,468 | 30,738 |
| **Total** | **225,723** | **177,028** | **48,695** |

"Marketing contributions from suppliers" increased by € 1,809k, due mainly to the higher purchasing volumes as a result of the gradual post-pandemic recovery in traffic in all of the Group's sales channels and countries.

"Income from business leases" refers to variable rent received under such arrangements. The increase was caused by the upturn in business, and the consequent reduction in the impact of completed renegotiations with sub-lessees of the terms and conditions of leases in light of the COVID-19 emergency (€ 2,469k in 2022 and € 7,282k the previous year).

For the North American subsidiaries, was offset in 2022 by the portion of subsidies received from the American government under the Coronavirus Response and Relief Supplemental Appropriation Act (CRRSAA) passed on 27 December 2020 and the American Rescue Plan Act passed on 11 March 2021, that the North American subsidiaries passed on to sublessees € 5,544k ($ 5,838k).

"Affiliation fees" pertain mostly to income earned by the companies LeCroBag and Autogrill Italia S.p.A. for franchised locations; the balance was stable from year to year.

"Gains on sales of property, plant and equipment" increased in 2022 as a result of the disposals in the United States.

"Other income", which includes income from services, reimbursements from third parties, and insurance payments, rose by € 30,738k mostly as a result of:

- the increase in revenue from the sale of food & beverage at American Airlines airport lounges (from € 89,883k or $ 94,594k in 2022 to € 38,289k or $ 45,284k in 2021) of which the Group, starting from May 2019 and through the US subsidiary HMSHost Corporation, is the exclusive supplier for 5 years;

- a significant reduction in government contributions in various ways to support profitability following the negative effects of the COVID-19 pandemic for an amount of € 3,543k, mainly in Germany and in the Northern European countries of the International business unit (€ 36,531k in 2021, mainly in Germany, France and Switzerland).

There was basically no change in commissions from the sale of goods and services for which the Group acts as an agent (mostly telephone cards, fuel, and lottery tickets).

### XXIX. RAW MATERIALS, SUPPLIES AND GOODS

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Purchases | 1,659,572 | 1,190,623 | 468,949 |
| Change in inventories | (15,243) | (20,659) | 5,416 |
| **Total** | **1,644,329** | **1,169,964** | **474,365** |

The increase in this item is related both to the increase in the volume of revenues and to the inflationary effects recorded during 2022. See the Directors' Report for further details.

### XXX. PERSONNEL EXPENSE

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Wages and social security contribution | 1,236,489 | 740,635 | 495,854 |
| Employee benefits | 35,391 | 21,100 | 14,291 |
| Other costs | 99,018 | 58,344 | 40,674 |
| **Total** | **1,370,898** | **820,079** | **550,819** |

The general increase in "Personnel costs" is mainly related to the resumption of activities and a significant relaxation of the initiatives that the Group's management implemented during 2020 and 2021 to mitigate the negative effects deriving from the crisis resulting from the pandemic. The actions undertaken, which had a still significant impact during 2021, mainly concerned the reduction of working hours in line with the contraction in traffic and the use of social safety nets made available, in various forms, by local governments and equivalent measures in the countries in which the Group operates. The above resulted in a significant reduction compared to the comparative year (€ 5,673k and € 79,784k respectively).

The increase in "Employee benefits" is attributable to provisions for defined contribution plans, mainly in North America and Italy, and to the fact that the comparative exercise benefited from income recorded in Switzerland (€ 5,167k) due to the impact of significant involuntary leavings on the determination of past service costs with reference to defined benefit plans.

"Other costs" include the portion of the stock option plans pertaining to the year and fees paid during the period to the Board of Directors, as detailed in Section 12 below. The variation is mainly attributable to the increase in medical insurance and medical expense plans in favor of employees of North American companies. It also reflects the accelerated vesting period of the performance share unit plans which, in the context of the Integration of Autogrill S.p.A. in Dufry, means that the rights will accrue to beneficiaries as of the change of control date (earlier than the original vesting date set for each wave), as better explained in Section 12 - Other information - Incentive plans for Directors and key management personnel.

The headcount was 45,898 (34,639 in 2021).

## XXXI. LEASES, RENTALS, CONCESSIONS AND ROYALTIES

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Leases, rentals and concessions | 365,286 | 90,454 | 274,832 |
| Royalties | 104,710 | 61,524 | 43,186 |
| **Total** | **469,996** | **151,978** | **318,018** |

The balance of "Leases, rentals and concessions" at 31 December 2022 consists of variable lease and concession fees (€ 404,806k), short-term leases (€ 27,967k), low-value leases (€ 6,458k), and fees for access rights (€ 4,352k); the increase is due to a rise in the variable component (€ 252,384k in 2021) as well as a reduction in the the gain deriving from the release to the income statement in connection with the reduction/cancellation of lease liabilities as a result of the renegotiations concluded with landlords because of the ongoing COVID-19 pandemic, which entailed a reduction in minimum guaranteed lease payments of € 31,776k (€ 181,950k in 2021).

For the North American subsidiaries, the variable component was offset in 2022 by the subsidies received from the American government under the Coronavirus Response and Relief Supplemental Appropriation Act (CRRSAA) passed on 27 December 2020 and the American Rescue Plan Act passed on 11 March 2021, in the amount of € 51,048k ($ 53,754k).

"Royalties" also increased, in line with business performance.

## XXXII. OTHER OPERATING EXPENSE

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Utilities | 60,353 | 52,386 | 7,967 |
| Maintenance | 86,792 | 60,056 | 26,736 |
| Cleaning and disinfestations | 45,929 | 32,434 | 13,495 |
| Consulting and professional services | 54,095 | 41,557 | 12,538 |
| Commissions on credit card payments | 63,337 | 35,633 | 27,704 |
| Storage and transport | 23,694 | 14,474 | 9,220 |
| Advertising | 13,274 | 9,350 | 3,924 |
| Travel expenses | 25,585 | 12,228 | 13,357 |
| Telephone and postal charges | 13,685 | 14,448 | (763) |
| Insurance | 6,061 | 5,829 | 232 |
| Surveillance | 3,761 | 1,956 | 1,805 |
| Transport of valuables | 2,263 | 1,912 | 351 |
| Banking services | 5,582 | 3,968 | 1,614 |
| Sundry materials | 38,837 | 23,486 | 15,351 |
| Other services | 67,310 | 47,020 | 20,290 |
| **Costs for materials and services** | **510,558** | **356,737** | **153,821** |
| **Impairment losses on receivables (Note IV and Note V)** | **(938)** | **(2,535)** | **1,597** |
| For taxes | 142 | 169 | (27) |
| For legal disputes | (191) | 1,755 | (1,946) |
| For onerous contracts | (106) | 507 | (613) |
| For restructuring | - | (255) | 255 |
| For other risks | 13,943 | 5,112 | 8,831 |
| **Allocation to provisions for risks (Note XXV)** | **13,788** | **7,288** | **6,500** |
| **Indirect and local taxes** | **24,102** | **20,332** | **3,770** |
| **Other operating expense** | **26,918** | **13,784** | **13,134** |
| **Total** | **574,428** | **395,606** | **178,822** |

The increase in “Costs for materials and services” relates mainly to the rise in fees on credit card payments and a general increase in costs related to the operation of the premises (such as utilities, maintenance and cleaning) for the resumption of business. As better detailed in the Directors’ Report, however, this item was affected by the final reckoning of non-recurring logistics costs, and by the introduction of important measures to protect the health and safety of employees and customers for € 859k (€ 1,971k in 2021).

As far as “Utilities” are concerned, the Group was able to limit these costs thanks to set-price contracts entered into before the Ukraine war pushed prices higher.

“Travel expenses” also increased due to the upturn in business volumes and the easing of restrictions put in place during the COVID-19 pandemic.

Costs for “Consulting and professional services” also increased, in consideration of the costs incurred in the context of the Integration of Autogrill S.p.A. in Dufry.

The higher costs for “Other services” mostly concern recruiting expenses due to the recovery in business, ancillary rent charges in Italy, and relocation costs in North America.

“Allocations to provisions for risks” increased significantly as a result of provisions made to the self-insurance fund in the United States. Please refer to Note XXV for further details.

### XXXIII. DEPRECIATION, AMORTIZATION AND IMPAIRMENT LOSSES

The following table summarizes this item by asset category:

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---:|---:|---:|
| Other intangible assets | 27,702 | 26,083 | 1,619 |
| Property, plant and equipment | 169,336 | 174,753 | (5,417) |
| Assets to be transferred free of charge | 18,656 | 15,632 | 3,024 |
| Right-of-use assets | 297,670 | 305,894 | (8,224) |
| **Total** | **513,364** | **522,362** | **(8,998)** |

Depreciation of Right-of-use assets is broken down below by asset category:

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---:|---:|---:|
| Buildings | 296,118 | 304,116 | (7,998) |
| Other | 1,552 | 1,778 | (226) |
| **Total** | **297,670** | **305,894** | **(8,224)** |

The significant reduction in the item relating to “Property, plant and equipment” reflects the contraction in investments in the years of the COVID-19 pandemic.

The depreciation of right-of-use assets is further reduced compared to the previous year, as a result of the remeasurements and write-downs carried out.

Finally, the disposal of operations on US highways at the end of July 2021 contributed to the reduction in both items.

During the year a total of € 38,736k in impairment losses was recognized (€ 23,479k in 2021), following impairment tests based on the prospective cash flows of each point of sale. Most of the impairment losses were recognized in the United States, Italy, the Netherlands, Indonesia and Switzerland.

Reversals of impairment losses came to € 4,214k mainly in France, Italy and the United States (€ 8,886k in 2021, due to the early closure of two locations in the United States that management had already planned to exit over a longer period of time in 2020).

The write-down of goodwill (€ 4,734k) refers to the goodwill recognized on the acquisition of a concession in Sweden, due to the disposal of the relative business.

The following table breaks down net impairment losses by category:

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Goodwill | 4,734 | - | 4,734 |
| Other intangible assets | 225 | 1,875 | (1,650) |
| Property, plant and equipment | 12,846 | 8,188 | 4,658 |
| Assets to be transferred free of charge | (418) | 4,489 | (4,907) |
| Right-of-use assets | 21,869 | 41 | 21,828 |
| **Total** | **39,256** | **14,593** | **24,663** |

See Notes VII, VIII, IX, and X for details of the assumptions and criteria used to measure the recoverability of these categories of non-current assets.

### XXXIV. GAIN (LOSS) ON OPERATING ACTIVITIES DISPOSAL

For 2022, this item, equal to € -1,723k, refers to the negative price adjustment for the final calculation of net working capital on the disposal of the US motorway business; from that transaction, in 2021 the Group had earned a capital gain of €133,550k. For further details see Section 3 of these Notes.

### XXXV. FINANCIAL INCOME AND EXPENSE

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Interest income | 3,428 | 1,090 | 2,338 |
| Finance income on lease receivables | 3,590 | 2,384 | 1,206 |
| Other financial income | 3,327 | 3,650 | (323) |
| **Total financial income** | **10,345** | **7,124** | **3,221** |

| (€k) | Full Year 2022 | Full Year 2021 | Change |
|---|---|---|---|
| Interest expense | 21,993 | 31,184 | (9,191) |
| Finance expense on lease liabilities | 44,766 | 45,048 | (282) |
| Discounting of long-term liabilities | 933 | 501 | 432 |
| Exchange rate losses | 201 | 64 | 137 |
| Interest differential on exchange rate hedges | - | 914 | (914) |
| Fees paid on loans and bonds | 174 | 8,391 | (8,217) |
| Other financial expense | 1,509 | 21,947 | (20,438) |
| **Total financial expense** | **69,576** | **108,049** | **(38,473)** |
| **Total net financial expense** | **(59,231)** | **(100,925)** | **41,694** |

For 2022, net financial expense of € 59,231k (€ 100,925k the previous year) includes € 41,176k (€ 42,664k in 2021) in net implicit interest on lease liabilities in accordance with international accounting standard IFRS 16.

Interest expense for 2022 benefits from the slimmer margins and lower average debt achieved through the Group's debt refinancing efforts that concluded in December 2021.

The debt refinancing that concluded in December 2021 entailed the following:
- an increase in fees due to the release to the income statement of not-yet-amortized upfront fees on the loans repaid in advance (€ 7,938k);
- an increase in other financial expense due mainly to the payment to US bondholders of a contractual make-whole fee, amounting to the present value of future coupons based on the difference between the contractually agreed interest rate and the applicable US Treasury yield for the same maturity. The expense of the make-whole fee of € 20,201k ($ 23,915k) was partially offset by the unwinding of interest rate derivatives hedging the change in fair value of the bonds issued by HMSHost Corporation (notional amount $ 100m), which produced an income of € 2,721k ($ 3,219k).

In March 2021, given the ongoing COVID-19 pandemic, the Group had arranged an additional series of "covenant holiday" agreements with its lender banks and bondholders following similar agreements reached in 2020. These contractual changes, in accordance with IFRS 9, led to a revision of the 2020 calculation of the difference between the present value of the modified cash flows discounted using the original effective interest rate and the present value of the original cash flows, entailing the recognition of €13,648k in "Financial expense"; during the course of 2021, prior to the refinancing described above, € 20,803k was released to the income statement.

The early repayment of bank loans and US bonds for which covenant holidays had been agreed led to the release to the income statement of € 7,735k, for the not-yet-amortized portion of the cash flows recognized on application of IFRS 9 classified under "Interest expense".

The above factors had no effect on the 2022 income statement.

Excluding the unwind of derivatives as mentioned above, most of the rise in "Other financial income" reflects interest on the tax credit of the US subsidiary HMSHost Corporation and the invesments in cash equivalents of the cash in excess, while "Other financial expense" mainly includes interest on US property taxes.

### XXXVI. REVALUATIONS (WRITE-DOWN) OF FINANCIAL ASSETS

Amounting to € -1 ,929k in 2022, this item refers to the write-down of loans granted to the noncontrolling shareholders of some North American subsidiaries classified under financial receivables from third parties, due to revised impairment estimates (the balance was a positive €1,634k in 2021 because of the reversal of earlier write-downs).

### XXXVII. INCOME TAX

The amount of € 32,507k (€ 39,976k in 2021) includes € 28,511k in current taxes (€ 48,002k the previous year) and € 1,612k in net deferred tax assets (€ 8,528k in 2021).

Deferred taxes were affected by Autogrill S.p.A.'s write-off of the deferred tax assets (€ 18,566k) previously recognized on the basis of the recoverability of tax losses within the tax consolidation with Edizione, which has been discontinued due to the change of control brought about by the Integration of Autogrill S.p.A. in Dufry. Again due to the change of control, some write-downs had to be made on deferred tax assets from losses in various European countries (€4,654k), in consideration of local tax laws that disallowed their recognition under such circumstances.

In the previous year, the item was affected by the amount of taxes owed by HMSHost Corporation on the capital gain on the disposal of operating activities on US motorways of € 44,659k (equivalent to $ 52,820k).

At 31 December 2022 this item includes IRAP of € 1,838k (€ 232k the previous year), which is charged on Italian operations and whose basis is essentially EBIT plus personnel expense for fixed-term labor, and CVAE of € 546k (€ 269k in 2021), charged on French operations and calculated on the basis of revenue and value added.

Below is the reconciliation between theoretical income tax and recognized income tax:

| (€k) | Full Year 2022 | % | Full Year 2021 | % |
|---|---|---|---|---|
| **Theoretical income tax** | **(1,167)** | **9.3% *** | **(2,182)** | **11.2% *** |
| Reduced tax due to the direct taxation of minority partners in fully consolidated US joint ventures | 6,986 | | 3,665 | |
| Write-down of deferred tax assets by the parent company Autogrill S.p.A. due to the termination of the tax consolidation following the change of control | (18,566) | | - | |
| Deferred tax write-down on tax losses of some European companies due to local tax legislation following the change of control | (4,654) | | - | |
| Net effect of unrecognised tax losses, of utilization of unrecognised prior-year tax losses and the revision of estimates on the taxability/deductibility of temporary differences | (10,114) | | (37,419) | |
| Adjustment on French deferred tax liabilities due to the variation on tax rate from 25% to 26.5% | - | | 1,010 | |
| Adjustment of deferred taxes in Switzerland following the change in the rate from 20% to 15.29% | (967) | | - | |
| Gain on operating activity disposal – difference beetween the book value and the tax value of the assets sold | 475 | | (8,934) | |
| Tax concession on the labour cost in the United States | 8,937 | | 4,952 | |
| Accrual on direct tax in the United States | (6,487) | | - | |
| Other net permanent differences | (4,566) | | (565) | |
| **Income tax, excluding IRAP and CVAE** | **(30,123)** | **239.4%** | **(39,473)** | **202.8%** |
| IRAP and CVAE | (2,384) | | (502) | |
| **Recognised income tax** | **(32,507)** | **258.4%** | **(39,975)** | **205.4%** |

* Average tax rate of the countries where the Group operates.

## XXXVIII. BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share is calculated as the Group's share of net profit divided by the weighted average number of ordinary Autogrill S.p.A. shares outstanding during the year; treasury shares held by the Group are therefore excluded from the denominator.

Diluted earnings per share takes account of dilutive potential shares deriving from stock option plans when determining the number of shares outstanding.

| | Full Year 2022 | Full Year 2021 |
|---|---|---|
| Profit (loss) for the period attributable to owners of the Parent (€k) | (53,657) | (37,846) |
| Weighted average no. of outstanding shares (no./000) | 381,852 | 317,424 |
| **Basic earnings (loss) per share (€)** | **-0.1405** | **-0.1192** |

| | Full Year 2022 | Full Year 2021 |
|---|---|---|
| Profit (loss) for the period attributable to owners of the Parent (€k) | (53,657) | (37,846) |
| Weighted average no. of outstanding shares (no./000) | 381,852 | 317,424 |
| Dilution effect of shares included in stock option plans (no./000) | - | - |
| Weighted average no. of ordinary shares outstanding, after dilution (no./000) | 381,852 | 317,424 |
| **Diluted earnings (loss) per share (€)** | **-0.1405** | **-0.1192** |

# 6. NET FINANCIAL INDEBTEDNESS

Details of the net financial position (net financial indebtedness) at 31 December 2022 and 31 December 2021 are as follows:

| Note | | (€m) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|---|---|
| I | A) | Cash | 37.0 | 36.2 | 0.8 |
| I | B) | Cash equivalents | 495.0 | 307.0 | 188.0 |
| | C) | Other current financial assets | - | - | - |
| | **D)** | **Liquidity (A + B + C)** | **531.9** | **343.2** | **188.7** |
| * | E) | Current financial debt (including debt instruments, but excluding current portion of non-current financial debt) | 29.9 | 34.4 | (4.5) |
| ** | F) | Current portion of non-current financial debt | 841.9 | 314.4 | 527.5 |
| | **G)** | **Current financial indebtedness (E + F)** | **871.7** | **348.8** | **522.9** |
| | **H)** | **Net current financial indebtedness (G - D)** | **339.8** | **5.6** | **334.2** |
| *** | I) | Non-current financial debt (excluding current portion and debt instruments) | 1,367.3 | 1,927.4 | (560.1) |
| | J) | Debt instruments | - | - | - |
| XXIII | K) | Non-current trade and other payables | 0.9 | 0.9 | - |
| | **L)** | **Non-current financial indebtedness (I + J + K)** | **1,368.3** | **1,928.3** | **(560.1)** |
| | **M)** | **Net financial indebtedness (H + L) - com. CONSOB (04/03/2021 \| ESMA 32-382-1138)** [1] | **1,708.1** | **1,933.9** | **(225.8)** |
| **** | **N)** | **Other current and non-current financial assets** | **126.9** | **120.2** | **6.7** |
| | | **Net financial indebtedness (M - N)** | **1,581.1** | **1,813.8** | **(232.7)** |

1 As required by the CONSOB circular and in accordance with ESMA 32-232-1138 recommendation of last 4 March 2021.
* It includes the following financial statements lines: "Current account overdrafts" included in "Bank loans and borrowings" (€ 26.4m in 2022, € 32.8m in 2021) and "Other financial liabilities" (€ 3.5m in 2022 and € 1.6m in 2021).
** It includes the following financial statements lines: "Bank loans and borrowings" excluding "Current account overdraft" (€ 533.1m in 2022, € 5.3m€ in 2021), "Lease liabilities" for the current portion (€ 308.8m in 2022, € 309.1m in 2021).
*** It includes the following financial statements lines for non-current liabilities: "Loans" for the non-current portion of financial indebtedness (€ 28.3m in 2022, € 544.2m in 2021) and "Lease liabilities" (€ 1,339.0m in 2022, € 1,383.2m in 2021).
**** It includes the following financial statements lines: "Lease receivables" (€ 15.6m in 2022, € 16.0m in 2021), "Other financial assets" (€ 41.8m in 2022, € 36.3m in 2021) for current assets, "Lease receivables" (€ 58.8m in 2022, € 59.9m in 2021) and "Other financial assets" net of guarantee deposits and interest-bearing sums with third parties (€ 10.6m in 2022, € 7.9m in 2021) for non-current assets.

Net financial indebtedness at 31 December 2022 amounted to € 1,581.1m (€ 1,813.8m in the previous year) including € 1,573.3m of net financial liabilities for leased assets (€ 1,616.4m at 31 December 2021).

For further commentary, see the notes indicated above for each item with reference to the impact on net financial indebtedness.

## RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

As required by IAS 7 (§44A), the following table reconciles changes in liabilities arising from financing activities, distinguishing between those arising from cash flows and other non-monetary changes.

| | | | Non-monetary movements | | | |
|---|---|---|---|---|---|---|
| (€m) | 01.01.2022 | Cash flow **** | Exchange rate gains (losses) | Other movements ***** | Total movements | 31.12.2022 |
| Bank loans and borrowings * | 550.8 | (8.9) | 19.1 | 3.2 | 22.3 | 564.2 |
| Lease liabilities | 1,692.3 | (255.3) | 47.7 | 163.1 | 210.8 | 1,647.8 |
| Other financial liabilities ** | 1.3 | (0.1) | - | 0.5 | 0.5 | 1.7 |
| Lease receivables | (75.9) | 19.6 | (4.2) | (14.0) | (18.2) | (74.5) |
| Other financial assets *** | (44.3) | (7.5) | (3.4) | 2.9 | (0.6) | (52.3) |
| **Total** | **2,124.2** | **(252.1)** | **59.2** | **155.6** | **214.8** | **2,086.9** |

* Current portion of Bank loans and borrowings, net of current account overdrafts (€ 533.1m); Loans, net of current portion (€ 28.3m); and accruing interest (€ 2.8m) (€ 1.2m in 2021) reported under current Other financial liabilities of the consolidated statement of financial position. For the purposes of reconciliation with the consolidated statement of cash flows, cash flows are included in their entirety under payments on long-term loans.

** Current other financial liabilities (net of accruing interest for € 2.7m), € 0.8m; non-current Other financial liabilities € 0.9m. For the purpose of reconciliation with the Consolidated statement of cash flow, the cash flows are included in the item "Utilization of non-current loans".

*** Current Other financial assets € 41.8m; non-current Other financial assets net of guarantee deposits and interest-bearing deposits with third parties € 10.4m. For the purposes of reconciliation with the Consolidated statement of cash flow, the cash flows are included in the item "Utilization of non-current loans" for €-5,4m and in the item "Issue of new current loans net of repayments" for € -2.1m.

**** Amounts shown in the statement of cash flows.

***** The "Other changes" column includes the interest provisions for the year and changes in lease receivables and liabilities as a result of exemptions and contract remeasurements.

# 7. FINANCIAL INSTRUMENTS – FAIR VALUE AND RISK MANAGEMENT

## 7.1 FAIR VALUE HIERARCHY

The following tables break down assets and liabilities by category at 31 December 2022 and 2021 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 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).

The Group has recognized financial assets according to the business model test for the use of amortized cost (held to collect) or fair value through other comprehensive income (held to collect and sell).

| | 31.12.2022 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Carrying amount | | | | Fair value | | | |
| (€k) | FVTPL - hedging instruments | Amortised cost | FVTOCI | Total | Level 1 | Level 2 | Level 3 | Total |
| **Financial assets measured at fair value** | | | | | | | | |
| Fair value of exchange rate hedging derivatives * | 80 | - | - | 80 | - | 80 | - | 80 |
| **Total** | **80** | **-** | **-** | **80** | | | | |
| | | | | | | | | |
| **Financial assets not measured at fair value** | | | | | | | | |
| Cash and cash equivalents | - | 531,946 | - | 531,946 | - | - | - | - |
| Trade receivables | - | 50,665 | - | 50,665 | - | - | - | - |
| Other current receivables | - | 88,961 | - | 88,961 | - | - | - | - |
| Other non current receivables | - | 7,746 | - | 7,746 | - | - | - | - |
| Lease receivables | - | 74,454 | - | 74,454 | - | - | - | - |
| Other financial assets (current) | - | 41,754 | - | 41,754 | - | - | - | - |
| Other financial assets (non-current) | - | 34,533 | - | 34,533 | - | - | - | - |
| **Total** | **-** | **830,059** | **-** | **830,059** | | | | |
| | | | | | | | | |
| **Financial liabilities measured at fair value** | | | | | | | | |
| Fair value of exchange rate hedging derivatives ** | 510 | - | - | 510 | - | 510 | - | 510 |
| **Total** | **510** | **-** | **-** | **510** | | | | |
| | | | | | | | | |
| **Financial liabilities not measured at fair value** | | | | | | | | |
| Bank overdrafts | - | 26,365 | - | 26,365 | - | - | - | - |
| Unsecured bank loans | - | 561,412 | - | 561,412 | - | - | - | - |
| Lease liabilities | - | 1,647,795 | - | 1,647,795 | - | - | - | - |
| Financial liabilities due to others *** | - | 1,172 | - | 1,172 | - | - | - | - |
| Trade payables | - | 416,193 | - | 416,193 | - | - | - | - |
| Due to suppliers for investments | - | 77,646 | - | 77,646 | - | - | - | - |
| **Total** | **-** | **2,730,583** | **-** | **2,730,583** | | | | |

* Included in current Other financial assets of the statement of financial position.
** Included in current Other financial liabilities of the statement of financial position.
*** Included in non-current Other financial liabilities for € 922k and current Other financial liabilities for € 250k.

| (€k) | 31.12.2021 Carrying amount FVTPL - hedging instruments | Amortised cost | FVTOCI | Total | Fair value Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|---|---|---|---|
| **Financial assets measured at fair value** | | | | | | | | |
| Fair value of exchange rate hedging derivatives * | 38 | - | - | 38 | - | 38 | - | 38 |
| **Total** | **38** | **-** | **-** | **38** | | | | |
| | | | | | | | | |
| **Financial assets not measured at fair value** | | | | | | | | |
| Cash and cash equivalents | - | 343,208 | - | 343,208 | - | - | - | - |
| Trade receivables | - | 45,774 | - | 45,774 | - | - | - | - |
| Other current receivables | 642 | 118,530 | - | 119,172 | - | - | - | - |
| Other non current receivables | - | 44,344 | - | 44,344 | - | - | - | - |
| Lease receivables | - | 75,854 | - | 75,854 | - | - | - | - |
| Other financial assets (current) | - | 36,302 | - | 36,302 | - | - | - | - |
| Other financial assets (non-current) | - | 30,895 | - | 30,895 | - | - | - | - |
| **Total** | **642** | **694,907** | **-** | **695,549** | | | | |
| | | | | | | | | |
| **Financial liabilities measured at fair value** | | | | | | | | |
| Fair value of exchange rate hedging derivatives ** | 151 | - | - | 151 | - | 151 | - | 151 |
| **Total** | **151** | **-** | **-** | **151** | | | | |
| | | | | | | | | |
| **Financial liabilities not measured at fair value** | | | | | | | | |
| Bank overdrafts | - | 32,809 | - | 32,809 | - | - | - | - |
| Unsecured bank loans *** | - | 549,556 | - | 549,556 | - | 508,190 | - | 508,190 |
| Lease liabilities | - | 1,692,261 | - | 1,692,261 | - | - | - | - |
| Financial liabilities due to others **** | - | 1,148 | - | 1,148 | - | - | - | - |
| Trade payables | - | 357,609 | - | 357,609 | - | - | - | - |
| Due to suppliers for investments | - | 75,164 | - | 75,164 | - | - | - | - |
| **Total** | **-** | **2,708,547** | **-** | **2,708,547** | | | | |

* Included in current Other financial assets of the statement of financial position.
** Included in current Other financial liabilities of the statement of financial position.
*** The fair value refers to the credit lines of Autogrill S.p.A. and HMSHost Corporation, used in the amount of € 200,000k and $ 347,790k at 31 December 2021.
**** Included in non-current Other financial liabilities for € 922k and current Other financial liabilities for € 226k.

Information on the fair value of assets and liabilities is not included when the carrying amount is a reasonable approximation of fair value. Where not described, fair value approximates the carrying amount to the amortized cost.

In 2022 there were no transfers between different hierarchical levels.

*(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 swaps 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 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.

## 7.2 FINANCIAL RISK MANAGEMENT

The Group is exposed to the following risks:
- market risk;
- credit risk;
- liquidity risk.

The overall responsibility for the creation and supervision of a Group risk management system lies with Autogrill S.p.A.'s 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 reach informed decisions on these issues.

The Group's risk management policies are designed to identify and analyze the risks to which the Group 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 the Group's operations. Through training, standards and official procedures, the Group 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 Group'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 arises from exposure to fluctuations in variables relevant to financial transactions or in the prices of factors relevant to the Group's activities, due to changes in exchange rates, interest rates or equity instrument prices. The aim of market risk management is to take steps to minimize the impact of the volatility of such variables on the income statement or the consolidated financial statements. Minimizing volatility means keeping it within acceptable limits, also considering the cost-effectiveness of transactions to hedge the underlying risk.

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 Group's borrowings and its international profile.

#### INTEREST RATE RISK

The aim of interest rate risk management is to ensure the constant monitoring of 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, through debt charging a floating rate (thus exposing the Group to higher finance costs if interest rates rise) or a fixed rate (which means that lower or higher interest rates do not bring about a reduction or an increase in the amount payable).

Interest rate hedging instruments are accounted for as cash flow hedges in the financial statements of Group companies exposed to this risk. They are recognized under financial assets or liabilities, on a separate line of the statement of comprehensive income, and in the "Hedging reserve" in net equity.

Financial instruments hedging the risk of changes in the fair value of liabilities are accounted for as fair value hedges in the financial statements of Group companies exposed to this risk, and recognized as financial assets or liabilities with a balancing entry in the income statement.

At the close of 2022, net financial indebtedness excluding lease receivables and liabilities was denominated almost entirely in US dollars (almost entirely a year earlier).

At the same date, net financial indebtedness excluding lease receivables and liabilities consisted of variable-rate debt, same as of 31 December 2021.

#### 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 Group's exposure to currency translation risk is detailed below, in local currency:

| (Currency/000) | USD | CAD | CHF |
|---|---|---|---|
| Equity | 542,099 | 56,853 | 27,944 |
| Profit (loss) | 102,231 | (10,358) | (5,869) |

If the euro had risen or fallen by 10% against the above currencies, at 31 December 2022 equity and profit for the year would have been altered as shown in the following table (in thousands of euros):

| | USD 1.0666 | | CAD 1.4440 | | CHF 0.9847 | |
|---|---|---|---|---|---|---|
| (€k) | 10% | -10% | 10% | -10% | 10% | -10% |
| Equity | (46,205) | 56,472 | (4,518) | 5,522 | (2,580) | 3,153 |
| Profit (loss) | (8,826) | 10,787 | 688 | (840) | 531 | (649) |

This analysis was based on the assumption that the other variables, especially interest rates, remain unchanged.

Hedging instruments are allocated to companies with significant exposure to currency risk in terms of translation risk (i.e., the risk attending conversion into euros in the Parent company's or its subsidiaries' accounts of equity investments denominated in foreign currency) or financial assets or liabilities in a currency other than the reporting currency. These transactions are recognized at fair value under financial assets or liabilities.

Fluctuations in the fair value of hedges of foreign currency financial assets or liabilities are taken to profit or loss, as is the corresponding change in the amount of the hedged assets and liabilities.

The fair value of exchange rate hedges outstanding at 31 December 2022 is shown below:

| Notional amount (currency/000) | | Expiry | Forward rate | Fair value (€k) |
|---|---|---|---|---|
| USD | 8,000 | January 2023 | 1.0017 | (510) |
| CHF | 11,485 | February 2023 | 0.9780 | 80 |

## 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 the Group's trade receivables and financial investments.

The carrying amount of the financial assets is the Group's maximum exposure to credit risk, in addition to the face value of guarantees given for the borrowings or commitments of third parties, as detailed in Section 11.

Exposure at 31 December 2022 and 31 December 2021 was as follows:

| (€k) | 31.12.2022 | 31.12.2021 | Change |
|---|---|---|---|
| Bank and post office deposits | 494,954 | 307,034 | 187,920 |
| Other current financial assets | 41,754 | 36,301 | 5,453 |
| Lease receivables – current portion | 15,614 | 15,964 | (350) |
| Trade receivables | 50,665 | 45,774 | 4,891 |
| Other current receivables * | 44,342 | 79,767 | (35,425) |
| Derivative instruments ** | 80 | 38 | 42 |
| Other non-current financial assets | 34,533 | 30,895 | 3,638 |
| Lease receivables – non-current portion | 58,840 | 59,890 | (1,050) |
| Other non-current receivables | 7,746 | 44,344 | (36,598) |
| **Total** | **748,528** | **620,007** | **128,521** |

* This item excludes amounts due from "Personnel" for € 959k (€ 976k€ in 2021), from "Inland Revenue and government agencies" for € 12,968k (€ 14,909k in 2021), and "Accrued income and prepayments" for € 30,692k (€ 23,520k in 2021) in relation to the current assets item "Other receivables" in the consolidated statement of financial position, whose total balance comes to € 88,961k (€ 119,172k the previous year).
** Included in current "Other financial assets" for € 80k (€ 38k in 2021) of the Consolidated statement of financial position.

Exposure to credit risk is modest because the Group serves consumers who pay in cash or by credit/debit card at the moment of purchase; this means that trade receivables and thus the relative degree of risk is of limited significance in relation to total financial assets.

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

Other receivables (current and non-current) consist mainly of 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 local procedures, which 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.

| | 31.12.2022 | | | | | |
|---|---|---|---|---|---|---|
| | | Expired not impaired | | | | |
| (€k) | Not expired | 1–3 months | 3–6 months | 6 months–1 year | Over 1 year | Total |
| Airlines | 14,511 | 2,390 | 903 | 512 | 467 | **18,783** |
| Franchises | 2,078 | 2,767 | 598 | 979 | 2,115 | **8,537** |
| Catering services agreements | 1,516 | 367 | 51 | 160 | - | **2,094** |
| Airports | 2,191 | 1,861 | 342 | 25 | - | **4,419** |
| Motorway partners | 2,317 | 192 | 214 | 77 | 324 | **3,124** |
| Oil companies | 149 | 1 | 10 | 3 | - | **163** |
| Other | 7,942 | 2,157 | 707 | 601 | 2,138 | **13,545** |
| **Total** | **30,704** | **9,735** | **2,825** | **2,357** | **5,044** | **50,665** |

| | 31.12.2021 | | | | | |
|---|---|---|---|---|---|---|
| | | Expired not impaired | | | | |
| (€k) | Not expired | 1–3 months | 3–6 months | 6 months–1 year | Over 1 year | Total |
| Airlines | 15,632 | 5,387 | 284 | 341 | 18 | **21,662** |
| Franchises | 3,968 | 392 | 161 | 84 | 680 | **5,283** |
| Catering services agreements | 664 | 466 | 150 | 92 | 497 | **1,869** |
| Motorway partners | 2,394 | 2,539 | 108 | 9 | 729 | **5,780** |
| Other | 5,178 | 2,339 | 813 | 2,484 | 365 | **11,179** |
| **Total** | **27,836** | **11,123** | **1,516** | **3,010** | **2,289** | **45,774** |

There is no significant concentration of credit risk: the top 10 customers account for 32% of total trade receivables (28% at 31 December 2021), and the largest customer, American Airlines, for 18% (10% the previous year).

#### LIQUIDITY RISK

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

The Group 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 defining elements of the Group's liquidity situation are the resources generated or absorbed by operating and investing activities, the characteristics of its debt, the liquidity of its financial investments, and financial market conditions.

Exposure and maturity data at the close of 2022 and 2021 were as follows:

| | | 31.12.2022 | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | 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 | 26,365 | **26,365** | 26,365 | - | - | - | - | - |
| Unsecured bank loans* | 565,460 | **565,460** | 2,645 | 2,625 | 531,874 | 11,724 | 16,592 | - |
| Lease liabilities | 1,647,795 | **1,647,795** | 138,052 | 58,252 | 112,460 | 366,817 | 608,934 | 363,280 |
| Liabilities due to others | 1,172 | **1,172** | 250 | - | - | - | 569 | 353 |
| Trade payables | 416,193 | **416,193** | 411,578 | 4,315 | 300 | - | - | - |
| Due to suppliers for investments | 77,646 | **77,646** | 77,090 | 556 | - | - | - | - |
| **Total** | **2,734,631** | **2,734,631** | **655,981** | **65,747** | **644,634** | **378,541** | **626,095** | **363,633** |

* Assuming repayment of the loan by Autogrill S.p.A. and HMSHost Corporation on the final date set on September 30, 2023 (Note XXI).

| | | 31.12.2022 | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | Contractual cash flows | | | | | | |
| **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** |
| Forward foreign exchange derivatives | 510 | **510** | 510 | - | - | - | - | - |
| **Total** | **510** | **510** | **510** | **-** | **-** | **-** | **-** | **-** |

| | | 31.12.2021 | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | 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 | 32,809 | **32,809** | 32,809 | - | - | - | - | - |
| Unsecured bank loans | 554,713 | **554,713** | 684 | 484 | 4,144 | 19,000 | 530,401 | - |
| Lease liabilities | 1,692,261 | **1,692,261** | 91,140 | 68,609 | 149,350 | 281,321 | 597,913 | 503,928 |
| Liabilities due to others | 1,148 | **1,148** | - | - | 226 | - | 585 | 337 |
| Trade payables | 357,609 | **357,609** | 351,916 | 4,463 | 1,230 | - | - | - |
| Due to suppliers for investments | 75,164 | **75,164** | 74,814 | 350 | - | - | - | - |
| **Total** | **2,713,704** | **2,713,704** | **551,364** | **73,906** | **154,950** | **300,321** | **1,128,899** | **504,265** |

| | | 31.12.2021 | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | Contractual cash flows | | | | | | |
| **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** |
| Forward foreign exchange derivatives | 151 | **151** | 151 | - | - | - | - | - |
| **Total** | **151** | **151** | **151** | **-** | **-** | **-** | **-** | **-** |

With regard to exposure to trade payables, there is no significant concentration of suppliers, of which the largest 10 account for 21% (28% at 31 December 2021) of the total and the leading supplier (Autostrade per l'Italia) for 6% (9% at 31 December 2021) .

The loans (Note XXI) outstanding at 31 December 2022 require the compliance with certain financial ratios, specifically, the leverage ratio (net debt/EBITDA) and interest coverage ratio (EBITDA/net financial expense). These are measured with different criteria and for different groupings of companies depending on the loan and the beneficiary. In particular, Autogrill S.p.A. has outstanding loans for which the above ratios are calculated on figures pertaining to the Autogrill Group as a whole. As of December 31, 2022, all the above parameters have been met.

The weighted average term of bank loans and bonds at 31 December 2022, including unutilized credit lines, is 9 months (4 years and 3 months at the end of 2021).

## 8. DISCLOSURE OF NON-CONTROLLING INTERESTS

Non-controlling interests refer mainly to investments in US subsidiaries held by accredited Disadvantaged Business Enterprises (DBE), whose participation in the operation of concessions is regulated by state and federal law. The Group maintains control of these companies and is principally responsible for the concession fees due to the grantor.

Key figures for the companies are presented below:

| | 31.12.2022 | | 31.12.2021 | |
|---|---|---|---|---|
| | €m | $m | €m | $m |
| Net assets | **184.9** | 197.2 | **181.0** | 205.0 |
| Equity - attributable to non-controlling interests | **(49.9)** | (53.2) | **(44.2)** | (50.1) |

| | Full Year 2022 | | Full Year 2021 | |
|---|---|---|---|---|
| | €m | $m | €m | $m |
| Revenue | **1,240.4** | 1,306.1 | **664.2** | 785.6 |
| Profit (loss) for the year | **118.3** | 124.6 | **65.6** | 77.5 |
| Profit (loss) for the year - non-controlling interests | **29.6** | 31.2 | **17.1** | 20.2 |

# 9. SEGMENT REPORTING

The Group operates in the food & beverage industry, mainly at airports, motorway rest stops and railway stations, serving a local and international clientele. The business is conducted in Italy by Autogrill Italia S.p.A. and Nuova Sidap S.r.l.; in France, Switzerland, Germany, Belgium, Austria, and Greece by Autogrill Europe S.p.A. through its own direct subsidiaries; and in North America, the Netherlands, the United Kingdom, Ireland, Scandinavian countries, the Middle East, and Asia by HMSHost Corporation and its subsidiaries. The Group serves its own proprietary brands as well as third-party brands under license. The operational levers are typically assigned to local organizations and coordinated, at the European level, by central facilities.

The segments are identified following a geographical/operational logic, consistently with the governance responsibilities of the Chief Executive Officers of those segments.

Performance is monitored separately for each of the three business units: Europe, North America, and International (the latter covering Northern Europe, the Middle East, and Asia). Because of the distinct characteristics of the Italian market, "Europe" distinguishes between the "Italy" and "Other European countries" cash generating units; there are therefore four CGUs overall.

Costs are shown separately for "Corporate" functions, which include the centralized units in charge of administration, finance and control, investor relations, strategic planning, sustainability, legal and corporate affairs, compliance, enterprise risk management, external communications, marketing, IT systems, internal audit, human resources, and organization for the Group as a whole.

The accounting policies used for segment reporting are the same as those applicable to the consolidated financial statements.

Segment reporting in table form is provided below.

| | Full Year 2022 | | | | |
|---|---|---|---|---|---|
| **Profit & Loss (€k)** | **North America** | **International** | **Europe** | **Corporate** | **Consolidated** |
| Total revenue and other operating income | 2,264,836 | 529,991 | 1,892,162 | 93 | **4,687,082** |
| Depreciation, amortisation and impairment losses on property, plant, equipment, intangible assets and right-of-use assets | (269,230) | (81,683) | (199,728) | (1,979) | **(552,620)** |
| **Operating profit (loss)** | **111,323** | **523** | **3,813** | **(42,571)** | **73,088** |
| Net financial income (expense) | | | | | **(59,231)** |
| Share of the profit (loss) of equity method investments | | | | | **654** |
| Revaluation (write-down) of financial assets | | | | | **(1,929)** |
| **Pre-tax profit (loss)** | | | | | **12,582** |
| Income tax | | | | | **(32,507)** |
| **Profit (loss) for the year** | | | | | **(19,925)** |

| Profit & Loss(€k) | Full Year 2021 North America | International | Europe | Corporate | Consolidated |
|---|---|---|---|---|---|
| Total revenue and other operating income | 1,362,343 | 203,090 | 1,494,120 | 109 | **3,059,662** |
| Depreciation, amortisation and impairment losses on property, plant, equipment, intangible assets and right-of-use assets | (261,308) | (73,694) | (200,063) | (1,890) | **(536,955)** |
| **Operating profit (loss)** | **212,656** | **(41,557)** | **(24,926)** | **(27,544)** | **118,630** |
| Net financial income (expense) | | | | | **(100,925)** |
| Share of the profit (loss) of equity method investments | | | | | **122** |
| Revaluation (write-down) of financial assets | | | | | **1,634** |
| **Pre-tax profit (loss)** | | | | | **19,461** |
| Income tax | | | | | **(39,976)** |
| **Profit (loss) for the year** | | | | | **(20,515)** |

The Directors' Report highlights, by segment, the impact of elements that are unusual in terms of amount or likelihood of recurrence which, in the Directors' opinion, condition the perception of the normalized profitability of the Group and its segments. The corresponding adjusted figures are expressed as underlying EBIT and underlying profit.

It should be reminded that the Group doesn't have a meaningful direct exposure to Russia (€ 2.3m of revenue in 2022, 0.06% of the Group revenue), as already described in the Directors' Report and in the Notes.

| Net invested capital (€k) | 31.12.2022 North America | International | Europe | Corporate | Consolidated |
|---|---|---|---|---|---|
| Goodwill | 423,712 | 66,421 | 354,069 | - | **844,202** |
| Other intangible assets | 28,124 | 5,574 | 54,642 | 749 | **89,089** |
| Property, plant and equipment | 342,919 | 58,499 | 394,677 | 4,027 | **800,122** |
| Right-of-use assets | 542,437 | 112,803 | 725,995 | 3,824 | **1,385,059** |
| Financial assets * | 5,268 | 17,316 | 6,647 | 8 | **29,239** |
| **Fixed capital** | **1,342,460** | **260,613** | **1,536,030** | **8,608** | **3,147,711** |
| **Net working capital **** | **(232,178)** | **(91,917)** | **(229,309)** | **(6,286)** | **(559,690)** |
| Other non-current non-financial assets and liabilities *** | (26,563) | 8,726 | (18,431) | (2,665) | **(38,932)** |
| **Net invested capital** | **1,083,719** | **177,422** | **1,288,290** | **(342)** | **2,549,089** |

* The item "Financial fixed assets" includes "Investments" and "Other financial assets" with the exception of the item "Financial receivables from third parties" (€10.6m at 31 December 2022).

** The item "Net working capital" includes "Income tax receivables", "Other receivables", "Trade receivables", "Inventories", "Trade payables", "Income tax payables", "Other payables" and "Provisions for risks and charges" for the current portion.

*** The item "Other non-current non-financial assets and liabilities" includes "Deferred tax assets", "Other receivables", "Deferred tax liabilities", "Defined benefit plans", "Provisions for risks and charges" and " Other payables" for the non-current portion.

| | 31.12.2021 | | | | |
|---|---|---|---|---|---|
| **Net invested capital (€k)** | **North America** | **International** | **Europe** | **Corporate** | **Consolidated** |
| Goodwill | 400,593 | 69,219 | 347,132 | - | **816,944** |
| Other intangible assets | 30,359 | 8,368 | 53,173 | 1,016 | **92,917** |
| Property, plant and equipment | 332,488 | 60,968 | 380,144 | 4,594 | **778,193** |
| Right-of-use assets | 585,859 | 165,420 | 732,460 | 3,724 | **1,487,463** |
| Financial assets * | 3,499 | 13,650 | 5,887 | 846 | **23,882** |
| **Non-current assets** | **1,352,797** | **317,625** | **1,518,796** | **10,180** | **3,199,399** |
| Net working capital ** | **(127,779)** | **(80,626)** | **(206,226)** | **5,471** | **(409,160)** |
| Other non-current non-financial assets and liabilities *** | (3,122) | 8,936 | (25,920) | 17,782 | **(2,325)** |
| **Net invested capital** | **1,221,897** | **245,936** | **1,286,650** | **33,433** | **2,787,915** |

* The item "Financial fixed assets" includes "Investments" and "Other financial assets" with the exception of the item "Financial receivables from third parties" (€7.9m as at 31 December 2021).
** The item "Net working capital" includes "Income tax receivables", "Other receivables", "Trade receivables", "Inventories", "Trade payables", "Income tax payables", "Other payables" and "Provisions for risks and charges" for the current portion.
*** The item "Other non-current non-financial assets and liabilities" includes "Deferred tax assets", "Other receivables", "Deferred tax liabilities", "Defined benefit plans", "Provisions for risks and charges" and " Other payables" for the non-current portion.

## 10. SEASONAL PATTERNS

The Group's volumes are closely related to the flow of travellers, which is highly seasonal in some businesses, and this in turn affects consolidated results. Revenue was up sharply in 2022, driven by strong sales in all business segments. The breakdown of 2022 revenue by quarter is consistent with pre-COVID patterns and shows that volumes are mostly concentrated in the second half of the year, when business is stronger due to the summer holidays.

| | Full Year 2022 | | | |
|---|---|---|---|---|
| **(€m)** | **First quarter **** | **First six months** | **First nine months **** | **Full year** |
| Revenue * | 719.8 | 1,761.1 | 3,033.2 | 4,148.3 |
| *% of full year* | *17.4%* | *42.5%* | *73.1%* | *100.0%* |
| Operating profit (loss) | (50.4) | 18.9 | 119.4 | 73.1 |
| *% of full year* | *-69.0%* | *25.8%* | *n.s.* | *100.0%* |
| Pre-tax profit (loss) | (67.4) | (12.0) | 70.0 | 12.6 |
| *% of full year* | *n.s.* | *-95.2%* | *n.s.* | *100.0%* |
| Profit (loss) attributable to owners of the Parent | (66.1) | (37.4) | 23.8 | (53.7) |
| *% of full year* | *n.s.* | *69,6%* | *-44.4%* | *100.0%* |

* For consistency with the data in the Directors' Report, revenue does not include fuel sales, which take place mainly at Italian and Swiss service stations.
** Figures not audited.

The percentages shown are general indications only and should not be used to predict results or the generation of cash.

# 11. GUARANTEES GIVEN, COMMITMENTS AND CONTINGENT LIABILITIES

## GUARANTEES

At 31 December 2022 the guarantees given by the Autogrill Group amounted to € 534,150k (€ 455,983k at the close of 2021) and referred mainly to performance bonds and other personal guarantees issued in favor of grantors and business counterparties.

## COMMITMENTS

Commitments outstanding at 31 December 2022 concern:
- the value of goods on consignment held at Group locations (€ 481k);
- commitments for service contracts (€ 229,663k);
- commitments for access rights (€ 12,829k);
- commitments under low-value and short-term leases (€ 7,441k).

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.

## CONTINGENT LIABILITIES

At 31 December 2022, there were no contingent liabilities as defined in IAS 37.

# 12. OTHER INFORMATION

## RELATED PARTY TRANSACTIONS

The related party transactions reported in this section refer to the scope of the Autogrill Group at 31 December 2022, without considering the change of control that took place on 3 February 2023 in the context of the Integration of Autogrill S.p.A. in Dufry.

At 31 December 2022 Autogrill S.p.A. is controlled by Schema Beta S.p.A. (formerly Schematrentaquattro S.p.A.) which owns 50.3% of its ordinary shares Schema Beta S.p.A. is a wholly-owned subsidiary of Edizione S.p.A.

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

In 2022 Autogrill S.p.A. and its subsidiaries conducted no transactions with the direct parent, Schema Beta S.p.A.

| | Revenue | | Other operating income | | Raw materials, supplies and goods | |
|---|---|---|---|---|---|---|
| **Income statement (€k)** | **Full Year 2022** | **Full Year 2021** | **Full Year 2022** | **Full Year 2021** | **Full Year 2022** | **Full Year 2021** |
| **Parent:** | | | | | | |
| Edizione S.p.A. | - | - | - | - | - | - |
| **Other related parties:** | | | | | | |
| Atlantia Group | - | - | - | 935 | - | 146 |
| Verde Sport S.p.A. | - | - | - | - | - | - |
| Olimpias Group S.r.l. | - | - | - | - | - | 10 |
| Edizione Alberghi S.r.l. | - | - | - | - | - | - |
| Equity investments | - | - | 538 | - | - | - |
| Other related parties * | - | - | - | - | - | - |
| **Total Related parties** | **-** | **-** | **538** | **935** | **-** | **156** |
| **Total Group** | **4,461,359** | **2,882,634** | **225,723** | **177,028** | **1,644,329** | **1,169,964** |
| **Incidence** | **0.0%** | **0.0%** | **0.2%** | **0.5%** | **0.0%** | **0.0%** |

* The other related parties refers to transactions with Directors, Statutory Auditors and Executives with strategic responsibilities.

| | Trade receivables | | Other receivables | | Other financial assets - current | |
|---|---|---|---|---|---|---|
| **Statement of financial position (€k)** | **31.12.2022** | **31.12.2021** | **31.12.2022** | **31.12.2021** | **31.12.2022** | **31.12.2021** |
| **Parent:** | | | | | | |
| Edizione S.p.A. | - | - | - | - | - | - |
| **Other related parties:** | | | | | | |
| Atlantia Group | 25 | 1,338 | 6 | 5,881 | - | - |
| Benetton Group S.r.l. | - | - | - | - | | - |
| Equity investments | - | - | 1,312 | 542 | 1,947 | - |
| Other related parties * | - | - | - | - | - | - |
| **Total Related parties** | **25** | **1,338** | **1,318** | **6,423** | **1,947** | **-** |
| **Total Group** | **50,665** | **45,774** | **88,961** | **119,172** | **41,834** | **36,340** |
| **Incidence** | **0.0%** | **2.9%** | **1.5%** | **5.4%** | **4.7%** | **0.0%** |

* The other related parties refers to transactions with Directors, Statutory Auditors and Executives with strategic responsibilities.

| | Leases, rentals, concessions and royalties | | Other operating expense | | Personnel expense | | Financial (expense) income | |
|---|---|---|---|---|---|---|---|---|
| | Full Year 2022 | Full Year 2021 | Full Year 2022 | Full Year 2021 | Full Year 2022 | Full Year 2021 | Full Year 2022 | Full Year 2021 |
| | | | | | | | | |
| | - | - | 1 | - | - | 141 | - | - |
| | | | | | | | | |
| | 18,346 | 5,185 | 4,074 | 9,478 | - | - | (2,468) | (5,552) |
| | - | - | 45 | 45 | - | - | - | - |
| | - | - | - | - | - | - | - | - |
| | - | - | 22 | - | - | - | - | - |
| | (1,698) | 795 | (474) | 288 | - | - | 43 | - |
| | - | - | 2,381 | 385 | 8,507 | 7,953 | - | - |
| | **16,648** | **5,980** | **6,048** | **10,197** | **8,507** | **8,094** | **(2,425)** | **(5,552)** |
| | **469,996** | **151,978** | **574,428** | **395,606** | **1,370,898** | **820,079** | **(59,231)** | **(100,925)** |
| | **3.5%** | **3.9%** | **1.1%** | **2.6%** | **0.6%** | **1.0%** | **4.1%** | **5.5%** |

| | Trade payables | | Other payables | | Provisions for liabilities and charges - current | | Lease liabilities – Current | | Lease liabilities – Non Current | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 31.12.2022 | 31.12.2021 | 31.12.2022 | 31.12.2021 | 31.12.2022 | 31.12.2021 | 31.12.2022 | 31.12.2021 | 31.12.2022 | 31.12.2021 |
| | | | | | | | | | | |
| | - | 1 | - | 146 | - | - | - | - | - | - |
| | | | | | | | | | | |
| | 10,284 | 47,580 | 264 | 184 | - | - | 8,619 | 39,917 | 36,031 | 268,867 |
| | - | - | - | 13,460 | - | - | - | - | - | - |
| | - | 3 | - | - | - | - | - | - | - | - |
| | - | - | 7,973 | 2,569 | 2,000 | - | - | - | - | - |
| | **10,284** | **47,584** | **8,237** | **16,360** | **2,000** | **-** | **8,619** | **39,917** | **36,031** | **268,867** |
| | **416,193** | **357,609** | **389,564** | **378,993** | **21,291** | **20,892** | **308,764** | **309,098** | **1,339,031** | **1,383,163** |
| | **2.5%** | **13.3%** | **2.1%** | **4.3%** | **9.4%** | **0.0%** | **2.8%** | **12.9%** | **2.7%** | **19.4%** |

**Edizione S.p.A.**
"Personnel expense referred in the comparative year to the payable accrued for the remuneration due to a Director of Autogrill S.p.A., Autogrill Europe S.p.A. and Autogrill Italia S.p.A., manager of Edizione S.p.A. The item was zeroed as, starting from November 2021, this fee is no longer paid to Edizione S.p.A.

The item "Other payables", originating from the same transactions, was paid in October 2022.

**Atlantia group**
On 5 May 2022, further to the satisfaction on 30 April 2022 of all conditions precedent stated in the contract for the sale of Atlantia S.p.A.'s interest in Autostrade per l'Italia S.p.A. and its affiliates to the buying consortium made up of CDP Equity, The Blackstone Infrastructure Partners, and Macquarie Asset Management, the change of control process was completed. Therefore, income statement transactions with the Atlantia Group involving Autostrade per l'Italia S.p.A., AD Moving S.p.A., Autostrade Meridionali S.p.A., Giove Clear S.r.l., and Società Autostrada Tirrenica S.p.A. are incorporated up to that date, while assets and liabilities are no longer included in balances at 31 December 2022. The main changes with respect to the compared year are explained by this operation.

"Leases, rentals, concessions and royalties" refer to variable concession fees and ancillary costs paid to Autostrade per l'Italia S.p.A., ADR S.p.A. and Abertis group by Autogrill Italia S.p.A. In 2021 the item had immediately undergone an important reduction granted by the various landlords to deal with the emergency from COVID-19.

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

"Financial expense" concerns the application of international accounting standard IFRS 16, which requires the recognition of implicit interest previously included under "Leases, rentals, concessions and royalties".

"Trade payables" originate from the same contractual relationships.

"Other receivables" refers mainly to credit notes to be received as well as contributions recognized for cleaning services in rest areas.

"Lease liabilities" refers to the discounting of payments for future minimum installments, fixed or substantially fixed, existing at 31 December 2022 equal to €36,031k for the non-current portion and €8,619k for the current portion.

**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".

**Benetton Group S.r.l.**
"Other payables" in 2021 included the amount due by the German subsidiary Le CroBag GmbH & Co KG to the Benetton Group for COVID-19 relief payments which, as part of a joint request filed by Le CroBag, were received in the Benetton Group's name and on its behalf. The payable at 31 December 2021, amounting to €13,409k, was settled in September 2022. During the course of 2022, under the same request, an additional €1,244k was received on behalf of the Benetton Group and paid over to it in the month of October 2022.

**Edizione Alberghi S.r.l.**
The costs recognized during the year refer to the costs incurred for the Board of Directors meeting last November held in Venice.

## REMUNERATION OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

The information provided below on the remuneration of directors and key management personnel refers to the situation at 31 December 2022, without considering the change of control that took place on 3 February 2023 with the Integration of Autogrill S.p.A. in Dufry, as reported in Section 2 "Extraordinary transaction negotiated between Edizione and Dufry".

The following remuneration accrued to members of the Board of Directors and to key management personnel in 2022:

| Name | Office held | Term of office (1) | Remuneration (€) | Bonus and other incentives (€) | Non-monetary benefits (€) | Other fees (€) |
|---|---|---|---|---|---|---|
| Paolo Roverato | Chairman | From 18.11.2021 to 2022 | 190,000 | | | |
| Paolo Roverato * | Director | 2020/2022 | 60,000 | | | 50,000 |
| Gianmario Tondato da Ruos | CEO | 2020/2022 | 520,000 | 851,000 | 33,036 | 2,402,198 |
| Alessandro Benetton | Director | 2020/2022 | 60,000 | | | |
| Paolo Zannoni | Director | 2020/2022 | 60,000 | | | |
| Massimo Di Fasanella D'Amore di Ruffano ** | Director | 2020/2022 | 100,000 | | | 25,000 |
| Francesco Chiappetta ** | Director | 2020/2022 | 90,000 | | | 25,000 |
| Ernesto Albanese | Director | 2020/2022 | 86,274 | | | |
| Franca Bertagnin Benetton | Director | 2020/2022 | 60,000 | | | |
| Maria Pierdicchi | Director | 2020/2022 | 80,000 | | | |
| Barbara Cominelli | Director | 2020/2022 | 80,000 | | | |
| Rosalba Casiraghi | Director | From 21.05.2020 to 2022 | 80,000 | | | |
| Simona Scarpaleggia | Director | From 21.05.2020 to 2022 | 104,411 | | | |
| Laura Cioli | Director | From 21.05.2020 to 28.02.2022 | 18,333 | | | |
| Manuela Franchi | Director | From 07.04.2022 to 2022 | 44,219 | | | |
| **Total Directors** | | | **1,633,237** | **851,000** | **33,036** | **2,502,198** |
| Key management personnel | | | | 2,250,047 | 239,587 | 2,554,972 |
| Camillo Rossotto *** | Corporate General Manager | | | 240,000 | 15,357 | 552,747 |
| **Total** | | | **1,633,237** | **3,341,047** | **287,980** | **5,609,917** |

(1) Until the approval of 2022 Annual Report.
* Other fees are for serving as director at Autogrill Europe S.p.A. and Autogrill Italia S.p.A.
** Other fees are for serving as director at Autogrill Europe S.p.A. and Autogrill Italia S.p.A., respectively.
*** Other fees are for serving as sole director of Autogrill Advanced Business Services S.p.A.

A significant portion of the variable compensation received by the CEO, the Corporate General Manager, and the key management personnel is tied to the achievement of specific targets established in advance by the Board of Directors, by virtue of their participation in management incentive plans.

For the Corporate General Manager and key management personnel, any rights acquired under incentive plans (including options) shall be null and void in the event of termination for just cause, subjective justified cause, or voluntary resignation ("bad leavers"). In the event of termination for objective justified cause or retirement ("good leavers"), the beneficiary does not lose the pro-rata rights acquired under the plans.

See the section "Incentive plans for executive Directors and key management personnel" for a description of the plans in force.

It should be noted that following to the change of control, in implementing the resolutions adopted at the time of appointment and attribution of the powers and the provisions of the contractual agreements in place with Mr. Gianmario Tondato Da Ruos, whose economic elements are described in the Remuneration Policy contained in the Report on the Remuneration Policy and Fees Paid published by the Company, most recently approved - pursuant to art. 123-ter TUF - by the Company's Shareholders' Meeting on 26 May 2022, Mr. Gianmario Tondato Da Ruos has received a TFM (termination indemnity) equal to gross € 2m in addition to the usual post-employment payments, following the termination of the office of Chief Executive Officer and General Manager. In addition to that, Mr. Gianmario Tondato Da Ruos has received a gross amount of € 851k as a variable compensation linked to the short-term incentive plan MBO 2022.

As regards the long-term variable incentive plan, the Chief Executive Officer Mr. Tondato da Ruos is the beneficiary of the three Waves of the "Performance Share Unit Plan 2021" (the "Plan") approved by the shareholders' meeting on 23 April 2021. The rights attributed to all beneficiaries of the Plan are vested in accordance with the acceleration mechanism of the Plan envisaged in the related regulation for the hypothesis of change of control, with the consequent attribution of a number of shares to be calculated on the date of completion of the Transfer, as described in the paragraph "Incentive plans for Directors and Key Management personnel".

The above-mentioned amounts are included in the Income statement as of 31 December 2022.

It is also envisaged that Mr. Tondato Da Ruos is bound by a non-competition agreement with the Company and the other Group companies concerning carrying out activities on behalf of companies that operate, with a turnover equal to or greater than € 100m, in concession catering at airports, motorways, stadiums, and railway and port stations for 18 months, for a consideration equal to gross € 2,750k.

All amounts - except the aforementioned rights maintained under the long-term variable incentive Plan - have been paid with the accruals for the month of February 2023.

Non-compete agreements, with or without an option clause, are also in place with the Corporate General Manager and with key management personnel.

## STATUTORY AUDITORS' FEES

The following fees accrued to members of the Board of Statutory Auditors in 2022:

| Name | Office held | Term of office | Remuneration (€) | Other fees (€) |
|---|---|---|---|---|
| Francesca Michela Maurelli | Chairman | 2021/2023 | 75,000 | |
| Massimo Catullo | Standing auditor | 2021/2023 | 50,000 | |
| Antonella Carù * | Standing auditor | 2021/2023 | 50,000 | 10,000 |
| **Total Statutory auditors** | | | **175,000** | **10,000** |

* Other fees are related to the remuneration as Statutory Auditor for Autogrill Advanced Business Services S.p.A.

## INDEPENDENT AUDITORS' FEES FOR AUDIT AND OTHER SERVICES

| Type of service | Service provider | Recipient | Compensi (k€) |
|---|---|---|---|
| Auditing | Parent's auditors | Parent | 354 |
| | Parent's auditors | Subsidiaries | 283 |
| | Parent's auditors network | Subsidiaries | 2,482 |
| Attestation | Parent's auditors | Parent | 2 |
| | Parent's auditors | Subsidiaries | 97 |
| | Parent's auditors network | Subsidiaries | 2,104 |

## INCENTIVE PLANS FOR DIRECTORS AND KEY MANAGEMENT PERSONNEL

### 2016 PHANTOM STOCK OPTION PLAN

On 26 May 2016, the General Meeting of shareholders approved an incentive plan referred to as the "2016 phantom stock option plan". The options were 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.

On 26 May 2016, the plan was implemented and the terms and conditions of Wave 1 were defined. With a vesting period from 26 May 2016 to 25 July 2019, a total of 4,825,428 options were assigned.

During the first half of 2022, all the options remaining at 31 December 2021 were exercised, with the corresponding liquidation of the beneficiaries during the months of June and July 2022.

Movements in options in 2022 and 2021 are shown below:

| | Number of options |
|---|---|
| **Options at 31 December 2020** | **788,010** |
| Options exercised in 2021 | - |
| Options cancelled in 2021 | - |
| **Options at 31 December 2021** | **788,010** |
| Options exercised in 2022 | 788,010 |
| Options cancelled in 2022 | - |
| **Options at 31 December 2022** | **-** |

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.

The costs for this plan amounted € -68k in 2022 due to the adjustment at the time of payment to the beneficiaries compared to the last valuation made, compared to € 243k in the comparative year, the latter strongly impacted by the greater volatility and uncertainty present in the reference sector of the Group and in general in the entire stock market.

Thorough information on the 2016 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 (/Governance/ Remuneration).

### 2018 PERFORMANCE SHARE UNITS PLAN

On 24 May 2018, the General Meeting of shareholders approved an incentive plan referred to as the "2018 performance share unit plan". The units were 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.

The plan is split into cycles or "Waves" which grant each beneficiary the right to exchange units for Autogrill shares if the Group's stock market performance and financial results both satisfy given conditions.

On 24 May 2018, the plan was implemented and the terms and conditions of Wave 1 and Wave 2 were defined. For Wave 1 (vesting period from 24 May 2018 to 23 May 2020) a total of 866,032 units were assigned. For Wave 2 (vesting period from 24 May 2018 to 23 May 2021) a total of 789,906 units were assigned.

Under the 2018 performance share unit plan, the CEO received 136,701 units in Wave 1 and 122,830 units in Wave 2.

On 27 June 2019, Wave 3 of the plan was rolled out. The vesting period runs from 27 June 2019 to 26 June 2022 and a total of 956,206 units have been assigned, of which 153,632 to the CEO.

To exclude the dilutive effect of the capital increase concluded in early July 2021, at its meeting of 30 July the Board of Directors voted to assign an additional 114,819 units (20,124 of them to the CEO).

Regarding Wave 3, in 2022 the vesting conditions were not satisfied, and the beneficiaries definitively lost the opportunity to convert their units into shares. Wave 3 is therefore terminated (like Wave 1 in 2020 and Wave 2 in 2021).

Wave 3 movements in 2022 and 2021 are shown below:

| | Number of units Wave 3 |
|---|---|
| **Units at 31 December 2020** | **878,533** |
| Units exercised in 2021 | - |
| Units awarded in 2021 | 114,819 |
| Units cancelled in 2021 | (6,347) |
| **Units at 31 December 2021** | **987,005** |
| Units exercised in 2022 | - |
| Units awarded in 2022 | - |
| Units cancelled in 2022 | 987,005 |
| **Units at 31 December 2022** | **-** |

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

### 2021 PERFORMANCE SHARE UNITS PLAN

On 23 April 2021, the General Meeting of shareholders approved a new long-term incentive plan referred to as the "2021 performance share unit plan". Units are assigned to employees and/or Directors of the Company and its subsidiaries who are selected, on one or more occasion, by Board of Directors – at its sole discretion – from among those individuals with strategic responsibilities or members of the management team tasked with creating value (the "Beneficiaries").

The units are assigned free of charge, giving Beneficiaries the right to one free share per unit, under the terms and conditions stated in the regulations.

The Plan is split into three subplans, or "Waves": the first with a launch date in 2021 and a vesting period of 24 months from the launch date, and the other two with launch dates in 2021 and 2022 and vesting periods of 36 months from those dates.

On 23 April 2021, the plan was implemented and the terms and conditions of Wave 1 and Wave 2 were defined. For Wave 1 (vesting period from 23 April 2021 to 22 April 2023) a total of 1,168,574 units were assigned. For Wave 2 (vesting period from 23 April 2021 to 22 April 2024) a total of 1,046,879 units were assigned.

Under the 2021 performance share unit plan, the CEO received 213,601 units in Wave 1 and 191,356 units in Wave 2.

To exclude the dilutive effect of the capital increase concluded in early July 2021, at its meeting of 30 July the Board of Directors voted to assign an additional 152,420 units (27,878 of them to the CEO) under Wave 1 and an additional 136,659 units (24,980 of them to the CEO) under Wave 2.

On 10 March 2022 the Group defined the terms and conditions of Wave 3, with vesting period from 10 March 2022 to 9 March 2025, and assigned 1,325,248 units of which 208,234 to the CEO.

On 11 July 2022 Schema Beta S.p.A. and Edizione S.p.A., Autogrill's controlling shareholder through Schema Beta, officialized an agreement with Dufry AG for Dufry's purchase of a 50.3% interest in Autogrill from Edizione through its subsidiary Schema Beta, in exchange for newly issued Dufry shares and, at the deal's closing, a mandatory tender offer by Dufry for the remaining shares of Autogrill. The Board of Directors of Autogrill S.p.A. decided that upon completion of the operation and the consequent change of control, the beneficiaries would be assigned, in advance of the original vesting period, a minimum number of units determined as of the change of control date on the basis of a pre-established equivalent value ("Floor") and the average official price of ordinary Autogrill shares for each trading day on the Euronext Milan (organized and run by Borsa Italiana S.p.A.) during the 30 calendar days prior to the change of control, with the maximum not exceeding the number of units initially assigned.

Therefore, for valuation purposes at 31 December 2022, with the change of control considered to be likely:

- the number of units was revised to match the Floor, subject to adjustment as of the change of control date on the basis of the final calculation described above;
- the vesting period for each wave was accelerated.

Movements from 2021 to 2022 are presented below:

| | Number of units | | |
|---|---|---|---|
| | Wave 1 | Wave 2 | Wave 3 |
| **Units at December 2020** | **-** | **-** | **-** |
| Units exercised in 2021 | 1,321,094 | 1,183,538 | - |
| Units awarded in 2021 | - | - | - |
| Units cancelled in 2021 | - | - | - |
| **Units at December 2021** | **1,321,094** | **1,183,538** | **-** |
| Units exercised in 2022 | - | - | 1,325,248 |
| Units awarded in 2022 | - | - | - |
| Units cancelled in 2022 | (274,118) | (245,575) | (201,934) |
| Estimate for alignment with the value "Floor" | (202,580) | (93,567) | (72,695) |
| **Units at December 2022** | **844,396** | **844,396** | **1,050,619** |

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

Costs in 2022 for the performance share unit plans came to €6,713k (€2,887k in 2021), rising sharply because of the accelerated vesting period mentioned above, which entailed recognizing the cost earlier than originally provided for in the regulations.

Because the change of control took place on 3 February 2023, under the new vesting rules reported above, the average residual term is less than one year.

After the change of control, the final number of units to be assigned was finalized, equal to 2,608,530 (respectively equal to 804,054 for the first two waves and 1,000,422 for wave 3).

Thorough information on the 2018 performance share unit plan and the 2021 performance share unit plan is provided in the Disclosure Document prepared in accordance with Art. 2021-*bis* (1) and Annex 3A (Schedule 7) of Consob Regulation 11971/1999, which is available to the public at www.autogrill.com (/Governance/Shareholders' meeting).

## 13. SIGNIFICANT NON-RECURRING EVENTS AND TRANSACTIONS

In 2022, 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. For the information related to the transfer to Dufry of the majority shareholding held in Autogrill S.p.A. by Schema Beta S.p.A occurred on 3 February 2023, refer to section 2 of the Notes.

## 14. ATYPICAL OR UNUSUAL TRANSACTIONS

In 2022 there were no atypical and/or unusual transactions as defined by CONSOB Communication DEM/6064293 of 28 July 2006. See, respectively, Note XXVI and Section 3 of the Notes for information on the capital increase and the disposal of the US motorway business, which fall within the Group's ordinary operations.

## 15. SUBSEQUENT EVENTS

With the exception of the change of control illustrated in Paragraph 2, no other events occurred after the balance sheet date.

## 16. AUTHORIZATION FOR PUBLICATION

The Board of Directors authorized the publication of this annual report and consolidated financial statements at its meeting of 9 March 2023.

# ANNEXES

## LIST OF CONSOLIDATED COMPANIES AND OTHER INVESTMENTS

| Company | Registered office | Currency | Share capital | % held at 31.12.2022 | Shareholders |
|---|---|---|---|---|---|
| **Parent** | | | | | |
| Autogrill S.p.A. | Novara | Eur | 145,115,247 | 50.3000% | Schema BETA S.p.A. |
| | | | | | |
| **Companies consolidated line by line** | | | | | |
| Nuova Sidap S.r.l. | Novara | Eur | 200,000 | 100.0000% | Autogrill Italia S.p.A. |
| Autogrill Europe S.p.A. | Novara | Eur | 50,000,000 | 100.0000% | Autogrill S.p.A. |
| Autogrill Italia S.p.A. | Novara | Eur | 68,688,000 | 100.0000% | Autogrill S.p.A. |
| Autogrill Advanced Business Service S.p.A. | Novara | Eur | 1,000,000 | 100.0000% | Autogrill S.p.A. |
| Consorzio Stabile Autogrill F&B S.c.ar.l. | Novara | Eur | 28,000 | 57.140% | Autogrill Italia S.p.A. |
| | | | | 7.140% | Autogrill Europe S.p.A. |
| | | | | 7.140% | Nuova Sidap S.r.l. |
| | | | | 7.140% | Autogrill Belgie N.V. |
| | | | | 7.140% | Autogrill Schweiz A.G. |
| | | | | 7.140% | Autogrill Deutschland GmbH |
| | | | | 7.140% | Horeca Exploitatie Maatschappij Schiphol, B.V. |
| Autogrill Austria GmbH | Gottlesbrunn | Eur | 600,000 | 100.0000% | Autogrill Europe S.p.A. |
| Autogrill D.o.o. | Lubiana | Eur | 1,342,670 | 100.0000% | Autogrill Europe S.p.A. |
| Autogrill Hellas Single Member Limited Liability Company | Avlonas | Eur | 3,696,330 | 100.0000% | Autogrill Europe S.p.A. |
| Autogrill Deutschland GmbH | Munich | Eur | 205,000 | 100.0000% | Autogrill Europe S.p.A. |
| Le CroBag GmbH & Co. Kg | Hamburg | Eur | 894,761 | 98.8700% | Autogrill Deutschland GmbH |
| | | | | 1.130% | Le Fournil de Frédéric Neuhauser GmbH |
| Le CroBag Polska Sp.zo.o. | Warsaw | Pln | 100,000 | 100.0000% | Le CroBag GmbH & Co KG |
| Le Fournil de Frédéric Neuhauser GmbH | Hamburg | Eur | 10,226 | 100.0000% | Autogrill Deutschland GmbH |
| Autogrill Belgie N.V. | Antwerpen | Eur | 8,756,132 | 99.9900% | Autogrill Europe S.p.A. |
| | | | | 0.010% | Ac Restaurants & Hotels Beheer N.V. |
| Ac Restaurants & Hotels Beheer N.V. | Antwerpen | Eur | 3,250,000 | 99.9900% | Autogrill Belgie N.V. |
| Autogrill Schweiz A.g. | Olten | Chf | 23,183,000 | 100.0000% | Autogrill Europe S.p.A. |
| Restoroute de Bavois S.A. | Bavois | Chf | 2,000,000 | 73.0000% | Autogrill Schweiz A.G. |
| Restoroute de la Gruyère S.A. | Avry Devant-Pont | Chf | 1,500,000 | 54.3300% | Autogrill Schweiz A.G. |
| Holding de Participations Autogrill S.A.S. | Marseille | Eur | 84,581,920 | 100.0000% | Autogrill Europe S.p.A. |
| Autogrill Côté France S.A.S. | Marseille | Eur | 31,579,526 | 100.0000% | Holding de Participations Autogrill S.A.S. |
| Volcarest S.A.S. | Champs | Eur | 1,050,144 | 50.0000% | Autogrill Côté France S.A.S. |
| Autogrill Ffh Autoroutes S.àr.l. | Marseille | Eur | 375,000 | 100.0000% | Autogrill Côté France S.A.S. |
| HMSHost Corporation | Delaware | Usd | - | 100.0000% | Autogrill S.p.A. |
| HMSHost International, Inc. | Delaware | Usd | - | 100.0000% | HMSHost Corporation |
| HMSHost Usa, LLC | Delaware | Usd | - | 100.0000% | HMSHost Corporation |
| Host International, Inc. | Delaware | Usd | - | 100.0000% | HMSHost Corporation |
| HMS Airport Terminal Services, Inc. | Delaware | Usd | 1,000 | 100.0000% | Host International, Inc. |
| Host International of Maryland, Inc. | Maryland | Usd | 1,000 | 100.0000% | Host International, Inc. |
| Michigan Host, Inc. | Delaware | Usd | 1,000 | 100.0000% | Host International, Inc. |
| Host Services of New York, Inc. | Delaware | Usd | 1,000 | 100.0000% | Host International, Inc. |
| Host International of Kansas, Inc. | Kansas | Usd | 1,000 | 100.0000% | Host International, Inc. |

| Company | Registered office | Currency | Share capital | % held at 31.12.2022 | Shareholders |
|---|---|---|---|---|---|
| Host Services Inc. | Texas | Usd | - | 100.0000% | Host International, Inc. |
| Anton Airfood of Cincinnati, Inc. | Kentucky | Usd | - | 100.0000% | Anton Airfood, Inc. |
| Anton Airfood, Inc. | Delaware | Usd | 1,000 | 100.0000% | HMSHost Corporation |
| Anton Airfood of Newark, Inc. | New Jersey | Usd | - | 100.0000% | Anton Airfood, Inc. |
| Anton Airfood of Jfk, Inc. | New York | Usd | - | 100.0000% | Anton Airfood, Inc. |
| Fresno Aai, Inc. | California | Usd | - | 100.0000% | Anton Airfood, Inc. |
| Islip Aai, Inc. | New York | Usd | - | 100.0000% | Anton Airfood, Inc. |
| Stellar Partners, Inc. | Florida | Usd | 25,500 | 100.0000% | Host International, Inc. |
| Host International (Poland) Sp.zo.o. (in liquidation) | Warsaw | Pln | - | 100.0000% | Host International, Inc. |
| Shenzhen Host Catering Company, Ltd. (in liquidation) | Shenzhen | Cny | - | 100.0000% | Host International, Inc. |
| Host Services Pty, Ltd. | Cairns | Aud | 11,289,360 | 100.0000% | Host International, Inc. |
| Host International of Canada, Ltd. | Vancouver | Cad | 1,351,237 | 100.0000% | Host International, Inc. |
| Horeca Exploitatie Maatschappij Schiphol, B.V. | Haarlemmermeer | Eur | 45,400 | 100.0000% | HMSHost International B.V. |
| Marriott Airport Concessions Pty, Ltd. | Cairns | Aud | 3,910,302 | 100.0000% | Host International, Inc. |
| HMSHost Services India Private, Ltd. | Bangalore | Inr | 668,441,680 | 99.0000% | Host International, Inc. |
| | | | | 1.000% | HMSHost International, Inc. |
| Host (Malaysia) Sdn.bhd. | Kuala Lumpur | Myr | 2 | 51.0000% | Host International, Inc. |
| | | | | 49.0000% | HMSHost International B.V. |
| HMSHost New Zealand Ltd. | Auckland | Nzd | 1,520,048 | 49.0000% | Host International, Inc. |
| HMSHost (Shanghai) Enterprise Management Consulting Co., Ltd. (in liquidation) | Shanghai | Cny | - | 100.0000% | Host International, Inc. |
| HMSHost International B.V. | Amsterdam | Eur | 18,090 | 100.0000% | Host International, Inc. |
| HMSHost Hospitality Services Bharath Private, Ltd. | Bangalore | Inr | 115,000,000 | 99.0000% | HMSHost Services India Private Ltd. |
| | | | | 1.000% | HMSHost International, Inc. |
| Nag B.V. | Haarlemmermeer | Eur | - | 60.0000% | HMSHost International B.V. |
| HMSHost Finland Oy | Helsinki | Eur | 2,500 | 100.0000% | HMSHost International B.V. |
| Host Bush Lubbock Airport Joint Venture | Texas | Usd | - | 90.0000% | Host International, Inc. |
| HSI Kahului Joint Venture Company | Hawaii | Usd | - | 90.0000% | Host Services, Inc. |
| HSI Southwest Florida Airport Joint Venture | Florida | Usd | - | 78.0000% | Host Services, Inc. |
| HSI Honolulu Joint Venture Company | Hawaii | Usd | - | 90.0000% | Host Services, Inc. |
| HSI-Tinsley Joint Venture | Florida | Usd | - | 84.0000% | Host Services, Inc. |
| HSI/Tarra Enterprises Joint Venture | Florida | Usd | - | 75.0000% | Host Services, Inc. |
| HSI D&D Stl Fb, LLC | Delaware | Usd | - | 75.0000% | Host Services, Inc. |
| HSI/Lja Joint Venture | Missouri | Usd | - | 85.0000% | Host Services, Inc. |
| Host/JV Ventures Mccarran Joint Venture | Nevada | Usd | - | 60.0000% | Host International, Inc. |
| HSI Miami Airport Fb Partners Joint Venture | Florida | Usd | - | 70.0000% | Host Services, Inc. |
| Host Dei Jacksonville Joint Venture | Florida | Usd | - | 51.0000% | Host International, Inc. |
| Host/Jq Rdu Joint Venture | North Carolina | Usd | - | 75.0000% | Host International, Inc. |
| Host Cti Denver Airport Joint Venture | Colorado | Usd | - | 90.0000% | Host International, Inc. |
| Host-Chelsea Joint Venture #4 | Texas | Usd | - | 63.0000% | Host International, Inc. |
| Host-Cms San F&B, LLC | Delaware | Usd | - | 100.0000% | Host International, Inc. |
| Host Grl Lih F&B, LLC | Delaware | Usd | - | 85.0000% | Host International, Inc. |
| Host Fox Phx F&B, LLC | Delaware | Usd | - | 75.0000% | Host International, Inc. |
| Host Fdy Orf F&B, LLC | Delaware | Usd | - | 90.0000% | Host International, Inc. |
| Ltl Atl JV, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Atlchefs JV 3, LLC | Delaware | Usd | - | 95.0000% | Host International, Inc. |
| Host Atlchefs JV 5, LLC | Delaware | Usd | - | 85.0000% | Host International, Inc. |
| Host Lgo Phx F&B, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host-Love Field Partners I, LLC | Delaware | Usd | - | 51.0000% | Host International, Inc. |

| Company | Registered office | Currency | Share capital | % held at 31.12.2022 | Shareholders |
|---|---|---|---|---|---|
| Host-True Flavors Sat Terminal A Fb, LLC | Delaware | Usd | - | 65.0000% | Host International, Inc. |
| HSI Havana Lax F&B, LLC | Delaware | Usd | - | 90.0000% | Host Services, Inc. |
| Host-Cti Den F&B Ii, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host Lee Jax Fb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host/Dfw Af, LLC | Delaware | Usd | - | 50.0100% | Host International, Inc. |
| HSI Havana Lax Tbit Fb, LLC | Delaware | Usd | - | 70.0000% | Host Services, Inc. |
| Host Houston 8 Iah Terminal B, LLC | Delaware | Usd | - | 60.0000% | Host International, Inc. |
| Host Cms Lax Tbit F&B, LLC | Delaware | Usd | - | 100.0000% | Host International, Inc. |
| Host Jqe Rdu Prime, LLC | Delaware | Usd | - | 85.0000% | Host International, Inc. |
| Host Howell Terminal A F&B, LLC | Delaware | Usd | - | 65.0000% | Host International, Inc. |
| HSI Mca Fll Fb, LLC | Delaware | Usd | - | 76.0000% | Host Services, Inc. |
| Host Mca Srq Fb, LLC | Delaware | Usd | - | 90.0000% | Host International, Inc. |
| Host Eci Ord Fb, LLC | Delaware | Usd | - | 51.0000% | Host International, Inc. |
| Host Aranza Howell Dfw B&E Fb, LLC | Delaware | Usd | - | 55.0000% | Host International, Inc. |
| Host Mgv Iad Fb, LLC | Delaware | Usd | - | 65.0000% | Host International, Inc. |
| Host Mgv Dca Fb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Cti Den F&B Sta, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host Mgv Dca Kt, LLC | Delaware | Usd | - | 51.0000% | Host International, Inc. |
| Host Mba Lax Sb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host H8 Iah Fb I, LLC | Delaware | Usd | - | 60.0000% | Host International, Inc. |
| Host Bgv Iah Fb, LLC | Delaware | Usd | - | 55.0000% | Host International, Inc. |
| HSI Tbl Tpa Fb, LLC | Delaware | Usd | - | 71.0000% | Host Services, Inc. |
| Host Jqe Cvg Fb, LLC | Delaware | Usd | - | 90.0000% | Host International, Inc. |
| Host Mba Cms Lax, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Vdv Cmh Fb LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host Ohm Gso Fb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host Jqe Rsi Lit Fb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Jvi Pdx Fb, LLC | Delaware | Usd | - | 84.0000% | Host International, Inc. |
| Host Tfc Sdf Fb, LLC | Delaware | Usd | - | 60.0000% | Host International, Inc. |
| Host Jqe Rdu Conc D, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Smi Sfo Fb, LLC | Delaware | Usd | - | 90.0000% | Host International, Inc. |
| Host Dog Las Fb, LLC | Delaware | Usd | - | 55.0000% | Host International, Inc. |
| Stellar Partners Tampa, LLC | Florida | Usd | - | 70.0000% | Stellar Partners, Inc. |
| Host Lbl Lax T2 Fb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host Bgi Mht Fb, LLC | Delaware | Usd | - | 90.0000% | Host International, Inc. |
| Host Scr Sav Fb, LLC | Delaware | Usd | - | 90.0000% | Host International, Inc. |
| Host Chen Anc Fb LLC | Delaware | Usd | - | 88.0000% | Host International, Inc. |
| Host Scr San Fb, LLC | Delaware | Usd | - | 75.0000% | Host International, Inc. |
| Host Scr Sna Fb, LLC | Delaware | Usd | - | 75.0000% | Host International, Inc. |
| Stellar Lam San, LLC | Florida | Usd | - | 80.0000% | Stellar Partners, Inc. |
| Host Dii Grr Fb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host Java Dfw Mgo, LLC | Delaware | Usd | - | 50.0100% | Host International, Inc. |
| Host Shi Phl Fb LLC | Delaware | Usd | - | 55.0000% | Host International, Inc. |
| Mco Retail Partners, LLC | Delaware | Usd | - | 80.0000% | Stellar Partners, Inc. |
| HMSHost Family Restaurants, Inc. | Maryland | Usd | 2,000 | 100.0000% | Host International, Inc. |

| Company | Registered office | Currency | Share capital | % held at 31.12.2022 | Shareholders |
|---|---|---|---|---|---|
| HMSHost UK, Ltd. | London | Gbp | 217,065 | 100.0000% | HMSHost International B.V. |
| HMSHost Sweden A.b. | Stockholm | Sek | 2,500,000 | 100.0000% | HMSHost International B.V. |
| HMSHost Ireland Ltd. | Cork | Eur | 13,600,000 | 100.0000% | HMSHost International B.V. |
| HMSHost Nederland B.V. | Haarlemmermeer | Eur | 100,000 | 100.0000% | HMSHost International B.V. |
| HMSHost Huicheng (Beijing) Catering Management Co., Ltd. | Beijing | Cny | 165,990,000 | 100.0000% | HMSHost International B.V. |
| Pt Ema Inti Mitra (Autogrill Topas Indonesia) | Jakarta | Idr | 46,600,000,000 | 65.0000% | HMSHost International B.V. |
| Smsi Travel Centres, Inc. | Vancouver | Cad | 1 | 100.0000% | Host International of Canada, Ltd. |
| HMSHost Yiyecek Ve Icecek Hizmetleri A.s. | Istanbul | Trl | 35,271,734 | 100.0000% | HMSHost International B.V. |
| Autogrill Vfs F&B Co. Ltd. | Ho Chi Minh City | Vnd | 104,462,000,000 | 70.0000% | HMSHost International B.V. |
| Limited Liability Company Autogrill Rus | St Petersburg | Rub | 10,000 | 100.0000% | NAG B.V. |
| Pt Autogrill Services Indonesia | Bali | Idr | 153,081,962,984 | 99.6670% | HMSHost International B.V. |
| | | | | 0.3330% | HMSHost Nederland B.V. |
| HMSHost Vietnam Company Limited | Ho Chi Minh City | Vnd | 1,134,205,500 | 100.0000% | HMSHost International B.V. |
| HMSHost Motorways L.p. | Winnipeg | Cad | - | 99.9999% | SMSI Travel Centres, Inc. |
| | | | | 0.0001% | HMSHost Motorways, Inc. |
| HMSHost Motorways, Inc. | Vancouver | Cad | - | 100.0000% | SMSI Travel Centres, Inc. |
| HMSHost Antalya Yiyecek Ve Içecek Hizmetleri A.s. | Antalya | Trl | 2,140,000 | 51.0000% | HMSHost Yiyecek Ve Icecek Hizmetleri A.S. |
| Stellar Retail Group Atl, LLC | Tampa | Usd | - | 59.0000% | Stellar Partners, Inc. |
| Host Cei Ksl Msy, LLC | Delaware | Usd | - | 63.0000% | Host International, Inc. |
| Stellar Rsh Dfw, LLC | Delaware | Usd | - | 65.0000% | Stellar Partners, Inc. |
| Host Dsl Den Fb, LLC | Delaware | Usd | - | 67.0000% | Host International, Inc. |
| Host Mcl Dfw Sb, LLC | Delaware | Usd | - | 65.0000% | Host International, Inc. |
| Host Mcl Dfw Bar, LLC | Delaware | Usd | - | 75.0000% | Host International, Inc. |
| Host Tgi Den Gd Fb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Tgi Den Sta Fb, LLC | Delaware | Usd | - | 55.0000% | Host International, Inc. |
| Host D&D Stl 3kg Fb, LLC | Delaware | Usd | - | 75.0000% | Host International, Inc. |
| Host Java Dfw Sbc-Gab, LLC | Delaware | Usd | - | 50.0100% | Host International, Inc. |
| Host Ibc Mco Fb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Bgb Arg Msp, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| HMSHost Maldives Pvt Ltd | Maldive | Usd | 1,683,436 | 99.3000% | HMSHost International B.V. |
| | | | | 0.7000% | HMSHost Nederland B.V. |
| HMSHost Rus Limited Liability Company | Russia | Rub | 10,000 | 90.0000% | HMSHost International B.V. |
| | | | | 10.0000% | HMSHost Nederland B.V. |
| HMSHost (Shanghai) Catering Management Co., Ltd. | China | Cny | 43,400,000 | 51.0000% | HMSHost Huicheng (Beijing) Catering Management Co., Ltd. |
| | | | | 49.0000% | HMSHost International B.V. |
| Autogrill Middle East, LLC | Abu Dhabi | Aed | 100,000 | 100.0000% | HMSHost International B.V. |
| HMSHost Catering Malaysia Sdn. Bhd | Kuala Lumpur | Myr | 350,000 | 49.0000% | Host International, Inc. |
| | | | | 51.0000% | HMSHost International B.V. |
| Arab Host Services LLC | Qatar | Qar | 200,000 | 49.0000% | Autogrill Middle East, LLC |
| Host Ceg Ksl Lga Fb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Tra Bna Fb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| HSI Bff Sea Fb, LLC | Delaware | Usd | - | 51.0000% | Host Services, Inc. |
| Stellar Phl, LLC | Delaware | Usd | - | 65.0000% | Stellar Partners, Inc. |

| Company | Registered office | Currency | Share capital | % held at 31.12.2022 | Shareholders |
|---|---|---|---|---|---|
| Stellar Retail Group Phx, LLC | Delaware | Usd | - | 55.0000% | Stellar Partners, Inc. |
| Stellar Lam Phx, LLC | Tampa | Usd | - | 70.0000% | Stellar Partners, Inc. |
| Host Nmg Ewr Sb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host Phe Ldl Mco Fb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| HSI Mca Lbl Lax T6-Tbit, LLC | Delaware | Usd | - | 75.0000% | Host Services, Inc. |
| Host Ldl Mco Fb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Wse Sjc Fb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Host Ldl Bwi Fb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Stellar Doc1 Dcgg Den, LLC | Delaware | Usd | - | 75.0000% | Stellar Partners, Inc. |
| Host Lpi Sea Fb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Stellar Mgv Bwi, LLC | Delaware | Usd | - | 60.0000% | Stellar Partners, Inc. |
| HSI Mca Mia Sb, LLC | Delaware | Usd | - | 51.0000% | Host Services, Inc. |
| HSI Mca Bos Fb, LLC | Delaware | Usd | - | 80.0000% | Host Services, Inc. |
| Host Dcg Aus Fb, LLC | Delaware | Usd | - | 75.0000% | Host International, Inc. |
| HSI Hcl Sea Fb, LLC | Delaware | Usd | - | 75.0000% | Host Services, Inc. |
| Host Dcg Ind Fb, LLC | Delaware | Usd | | 80.0000% | Host International, Inc. |
| HSI Kind Edmv Phx T3, LLC | Delaware | Usd | - | 60.0000% | Host Services, Inc. |
| Host Iav Ewr Fb, LLC | Delaware | Usd | - | 65.0000% | Host International, Inc. |
| HSI Ceg Alb Bk, LLC | Delaware | Usd | - | 80.0000% | Host Services, Inc. |
| Host Etl Ord Fb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Lb Nmg Mke Fb, LLC | Delaware | Usd | - | 75.0000% | Host International, Inc. |
| Stellar Rsh Ewr, LLC | California | Usd | - | 70.0000% | Stellar Partners, Inc. |
| Pgc-St. Croix Iah, LLC | California | Usd | - | 100.0000% | Stellar Partners, Inc. |
| Stellar Pcg Pea Iah, LLC | California | Usd | - | 60.0000% | Stellar Partners, Inc. |
| Stellar Air Lax I, LLC | California | Usd | - | 74.0000% | Stellar Partners, Inc. |
| Pgc St. Croix Lga, LLC | Minnesota | Usd | - | 100.0000% | Stellar Partners, Inc. |
| Pgc-Sc Msp-304, LLC | Minnesota | Usd | - | 100.0000% | Stellar Partners, Inc. |
| Pgc Msp Venture, LLC | Minnesota | Usd | - | 100.0000% | Stellar Partners, Inc. |
| Stellar Hll Msy Venture, LLC | Louisiana | Usd | - | 100.0000% | Stellar Partners, Inc. |
| Stellar Bambuza Sea, LLC | Delaware | Usd | - | 85.0000% | Stellar Partners, Inc. |
| Stellar Aim Vmw Sfo, LLC | California | Usd | - | 70.0000% | Stellar Partners, Inc. |
| Host Aja Ei Dtw Fb, LLC | Delaware | Usd | - | 70.0000% | Host International, Inc. |
| Host Smi Hph Lax Fb, LLC | Delaware | Usd | - | 75.0000% | Host International, Inc. |
| Adastra Brands, Inc. | Delaware | Usd | - | 100.0000% | HMSHost Corporation |
| Puro Gusto Na, LLC | Delaware | Usd | - | 100.0000% | Adastra Brands, Inc. |
| HSI Bgi Bos Sb, LLC | Delaware | Usd | - | 100.0000% | Host Services, Inc. |
| Host Mbc Las Fb, LLC | Delaware | Usd | - | 80.0000% | Host International, Inc. |
| Stellar Cgs Lga, LLC | Delaware | Usd | - | 80.0000% | Stellar Partners, Inc. |
| Stellar Doc1 Agl Den, LLC | Delaware | Usd | - | 75.0000% | Stellar Partners, Inc. |
| Host Cal Edmv Tmgs Slc Fb, LLC | Delaware | Usd | - | 74.0000% | Host International, Inc. |
| Host Cal Tmgs Slc Fb, LLC | Delaware | Usd | - | 82.0000% | Host International, Inc. |
| Host Edmv Tmgs Slc Fb, LLC | Delaware | Usd | - | 82.0000% | Host International, Inc. |
| Stellar Lam Phx Ii, LLC | Delaware | Usd | - | 80.0000% | Stellar Partners, Inc. |
| Stellar Dml Mco News Partners LLC | Delaware | Usd | - | 70.0000% | Stellar Partners, Inc. |
| HMSHost Norway As | Norvegia | Nok | 360,000 | 100.0000% | HMSHost International B.V. |

| Company | Registered office | Currency | Share capital | % held at 31.12.2022 | Shareholders |
|---|---|---|---|---|---|
| HMSHost Middle East Dmcc | Emirati Arabi Uniti | Aed | 50,000 | 100.0000% | HMSHost International B.V. |
| HMSHost (Chongqing) Catering Management Co., Ltd. | China | Cny | 16,000,000 | 100.0000% | HMSHost Huicheng (Beijing) Catering Management Co., Ltd. |
| Host Nhe Jqe Bhm Fb, LLC | Usa | Usd | - | 70.0000% | Host International, Inc. |
| Host Thl Cmh Fb LLC | Usa | Usd | - | 85.0000% | Host International, Inc. |
| Host Scr Clt Fb LLC | Usa | Usd | - | 75.0000% | Host International, Inc. |
| Host Tra Nashville Fb III, LLC | Usa | Usd | - | 55.0000% | Host International, Inc. |
| Host Smi Pdx Fb, LLC | Delaware | Usd | | 80.0000% | Host International, Inc. |
| Host Scr Isp Fb, LLC | Delaware | Usd | | 85.0000% | Host International, Inc. |
| Host Stellar Dcg Scr Cix Atl | Delaware | Usd | | 40.0000% | Host International, Inc. |
| | | | | 20.0000% | Stellar Partners, Inc. |
| Host Crc Bwi Fb, LLC | Delaware | Usd | | 60.0000% | Host International, Inc. |
| Host Lwg Jax Fb, LLC | Delaware | Usd | | 51.0000% | Host International, Inc. |
| Host Rpe Lsc Ord Fb, LLC | Delaware | Usd | | 65.0000% | Host International, Inc. |
| Phx S1 Restaurant Partners, LLC | Delaware | Usd | | 60.0000% | Host International, Inc. |
| Stellar Dca Sla Nashville, LLC | Delaware | Usd | | 50.1000% | Stellar Partners, Inc. |
| Puro Gusto Franchising, LLC | Delaware | Usd | | 100.0000% | Adastra Brands, Inc. |
| HMSHost (Xiamen) Catering Management Co. Ltd. | China | Cny | 9,735,000 | 51.0000% | HMSHost Huicheng (Beijing) Catering Management Co., Ltd. |
| | | | | 49.0000% | HMSHost International B.V. |
| Stellar Lam Phx III, LLC | Usa | Usd | - | 75.0000% | Stellar Partners, Inc. |
| | | | | | |
| **Companies consolidated using the equity method** | | | | | |
| Caresquick N.V. | Antwerpen | Eur | 1,020,000 | 50.0000% | Autogrill Belgie N.V. |
| QA HMSHost LLC | Qatar | Qar | - | 49.0000% | HMSHost International B,V, |

# ATTESTATION BY THE CEO AND THE MANAGER IN CHARGE OF FINANCIAL REPORTING

**Certification of the Consolidated financial statements pursuant to Art, 81-ter of CONSOB Regulation 11971 of 14 May 1999, as amended**

1, We, the undersigned, Paolo Roverato as Chief Executive Officer and Camillo Rossotto 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 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 consolidated financial statements during the course of 2022.

2, No significant findings have come to light in this respect.

3, We also confirm that:
   3,1 the consolidated 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) provide a true and fair view of the financial position and results of operations of Autogrill S,p,A, and the companies included in the consolidation;
   3,2 the Directors' Report includes a reliable description of the performance and financial position of the issuer and the entities in the scope of consolidation, along with the main risks and uncertainties to which they are exposed.

Milan, 09 March 2023

**Paolo Roverato**
Chief Executive Officer

**Camillo Rossotto**
Manager in charge
of Financial Reporting

# INDEPENDENT AUDITORS' REPORT

Deloitte.

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Italia

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## INDEPENDENT AUDITOR'S REPORT
## PURSUANT TO ARTICLE 14 OF LEGISLATIVE DECREE No. 39 OF JANUARY 27, 2010
## AND ARTICLE 10 OF THE EU REGULATION 537/2014

To the Shareholders of
Autogrill S.p.A.

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### Opinion

We have audited the consolidated financial statements of Autogrill Group (the "Group"), which comprise the consolidated statement of financial position as at December 31, 2022, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of national regulations issued pursuant to art. 9 of Italian Legislative Decree no. 38/05.

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of Autogrill S.p.A. (the "Company") in accordance with the ethical requirements applicable under Italian law to the audit of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters, accordingly.

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| *Impairment Test of the carrying amount of Goodwill* | |
|---|---|
| Description of the key audit matter | Non-Current Assets of the consolidated financial statements as of December 31, 2022 include goodwill for Euro 844.2 million which, during the financial year, had a net increase of Euro 27.3 million due to positive exchange rate differences for Euro 32 million partially offset by impairment losses for Euro 4.7 million attributable to a specific concession of the Swedish subsidiary following the cessation of the related business.<br><br>Goodwill represents approximately 20% of the Group's total assets and is subject to Impairment Test, at least on a yearly basis, as established by the accounting standard IAS 36. Consistently with the minimum level at which goodwill is monitored by the Group's management for internal management purposes, the CGUs (Cash Generating Units) are identified with the geographical areas North America, International, Italy and Other European Countries. For each CGU, the Impairment Test has been executed through the comparison between the carrying amount of goodwill and the other assets attributable to each CGU reported in the consolidated financial statements, and the related recoverable amount, determined as the value in use, defined as the present value of estimated future cash flows of the operations realized by each CGU, discounted at different rate for each geographical areas, and which reflects the specific risks of the individual CGUs at the evaluation date.<br><br>The impairment process carried out by the Management is complex since it includes several assumptions regarding, among the others, the forecasted future cash flows of each CGU, the definition of appropriate discount rates (WACC) and long-term growth rates (g-rate). In this respect, Management's evaluations have been supported by a Fairness Opinion issued by an independent advisor that confirmed the overall reasonableness of the outcomes and the proper application of the Impairment Test model.<br><br>For the determination of the value in use, the Management based its assumptions, for the 5-years period 2023-2027, on the estimated future cash flows calculated by each country's executive team, validated by the country and the relevant CGU's Management, approved by Group Senior Management (Chief Executive Officer and Chief Financial Officer), and reviewed by the Board of Directors. The estimated future cash flows used in the Impairment Test are based on the traffic expectations of the channels served by the Group, which were modelled in consideration of the specific features in those channels and the data provided by airport authorities and other qualified external sources. With reference to the terminal value calculation, the perpetuity method has been applied to normalize cash flows and using nominal growth rates (g-rates) that do not exceed the long-term growth estimates of each country of operation. Finally, for all the CGUs, growth capital expenditures are correlated with the expiration of |

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| | |
|---|---|
| | contracts, while maintenance capital expenditures are assumed to be consistent with historical trends.<br><br>In the notes to the financial statements, Management reported that sensitivity analyses were developed considering the changes in the discount rate and in the long-term growth rate. Furthermore, break-even thresholds have been determined in terms of "EBITDA" and WACC beyond which it will be necessary to recognize an impairment loss on goodwill.<br><br>As a result of the Impairment Test exercise performed, no need for goodwill write-down resulted in addition to what reported above.<br><br>Taking into consideration the relevant carrying amount of goodwill reported in the consolidated financial statements and the subjectivity of the estimates used to determine future cash flows and key variables for the Impairment Test exercise, also taking into account the general increase of the discount rates as a consequence of the current macroeconomic and geopolitical landscape, we considered the Impairment Test of the carrying amount of Goodwill to represent a key audit matter for the Group consolidated financial statements.<br><br>The notes "IX - Goodwill" and the paragraph "1 – Accounting policies and consolidation methods" of the notes to the consolidated financial statements, provide the disclosure on the goodwill and on the Impairment Test, including the main assumptions maintained in the determination of future cash flows for the 5-years period 2023-2027, the determination method for the cash flows beyond the mentioned explicit forecast period, the long-term growth and discount rates used in the Impairment Test and the results of the sensitivity analysis. |
| Audit procedures performed | We performed, among others, the following procedures, also through the support of Deloitte specialists:<br><br>• analyze the methodology applied in the determination of the value in use of the CGUs;<br><br>• check of the compliance to accounting principles of the methodology adopted by the Management for the purposes of the Impairment Test;<br><br>• update the observation of the procedures and relevant controls undertaken by the Group on the Impairment Test exercise. In this respect, we also analyzed the Fairness Opinion of the independent advisor, prepared for the Directors' benefit, as well organizing meetings with it for the comprehension and analysis of data and methodology adopted;<br><br>• analyze the reasonableness of the main assumptions adopted for the determination of financial forecasts, also through the analysis of sector data and external sources; |

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- analyze actual results in comparison with initial forecasts, with the aim to understand the reasons of the differences to evaluate on the reliability on the financial forecasts determination process, as well checking the consistency between contract renewal rates and historical data;

- evaluation of the reasonableness of the methodology for determining the discount and long-term growth rates testing, as well, the mathematical accuracy of the model used for the determination of the CGUs' value in use;

- independent testing of the sensitivity analyses performed by the Management;

- check of the appropriateness of the disclosure included in the notes to the consolidated financial statements on Impairment Test and its compliance in accordance with IAS 36.

**Responsibilities of the Directors and the Board of Statutory Auditors for the Consolidated Financial Statements**

The Directors are responsible for the preparation of consolidated 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 no. 38/05, and, within the terms established by law, for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they have identified the existence of the conditions for the liquidation of the Company or the termination of the business or have no realistic alternatives to such choices.

The Board of Statutory Auditors is responsible for overseeing, within the terms established by law, the Group's financial reporting process.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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As part of an audit in accordance with International Standards on Auditing (ISA Italia), we exercised professional judgment and maintained professional skepticism throughout the audit. Moreover:

- we identified and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, we designed and performed audit procedures responsive to those risks, and obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- we obtained an understanding of internal control relevant to the audit 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 Group's internal control;

- we evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;

- we concluded on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- we evaluated the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

- we obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion;

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence applicable in Italy, and we communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We described these matters in our auditors' report.

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**Other information communicated pursuant to art. 10 of the EU Regulation 537/2014**

The Shareholders' Meeting of Autogrill S.p.A. has appointed us on May 28, 2015 as auditors of the Company's separate and consolidated financial statements for the years from 2015 to 2023.

We declare that we have not provided prohibited non-audit services referred to in art. 5 (1) of EU Regulation 537/2014 and that we have remained independent of the Company in conducting the audit.

We confirm that the opinion on the financial statements expressed in this report is consistent with the additional report to the Board of Statutory Auditors, in its role of Audit Committee, referred to in art. 11 of the said Regulation.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

**Opinion on the compliance with the provisions of the Delegated Regulation (EU) 2019/815**

The Directors of Autogrill S.p.A. are responsible for the application of the provisions of the European Commission Delegated Regulation (EU) 2019/815 with regard to the regulatory technical standards on the specification of the single electronic reporting format (ESEF – European Single Electronic Format) (hereinafter referred to as the "Delegated Regulation") to the consolidated financial statements as at December 31, 2022, to be included in the annual financial report.

We have carried out the procedures set forth in the Auditing Standard (SA Italia) n. 700B in order to express an opinion on the compliance of the ESEF consolidated financial statements with the provisions of the Delegated Regulation.

In our opinion, the ESEF consolidated financial statements as at December 31, 2022 have been prepared in XHTML format and have been marked up, in all material respects, in accordance with the provisions of the Delegated Regulation.

Some of the information contained in the notes to the consolidated financial statements, when extracted from XHTML format in an XBRL instance, due to certain technical limitations, may not be reproduced in the same way as the corresponding information displayed in the consolidated financial statements in XHTML format.

**Opinion pursuant to art. 14 paragraph 2 (e) of Legislative Decree 39/10 and art. 123-bis, paragraph 4, of Legislative Decree 58/98**

The Directors of Autogrill S.p.A. are responsible for the preparation of the report on operations and the report on corporate governance and the ownership structure of Autogrill Group as at December 31, 2022, including their consistency with the related consolidated financial statements and their compliance with the law.

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We have carried out the procedures set forth in the Auditing Standard (SA Italia) n. 720B in order to express an opinion on the consistency of the report on operations and some specific information contained in the report on corporate governance and the ownership structure set forth in art. 123-bis, n. 4 of Legislative Decree 58/98, with the consolidated financial statements of Autogrill Group as at December 31, 2022 and on their compliance with the law, as well as to make a statement about any material misstatement.

In our opinion, the above-mentioned report on operations and some specific information contained in the report on corporate governance and the ownership structure are consistent with the consolidated financial statements of Autogrill Group as at December 31, 2022 and are prepared in accordance with the law.

With reference to the statement referred to in art. 14, paragraph 2 (e), of Legislative Decree 39/10, made on the basis of the knowledge and understanding of the entity and of the related context acquired during the audit, we have nothing to report.

**Statement pursuant to art. 4 of the CONSOB Regulation for the implementation of Legislative Decree 30 December 2016, no. 254**

The Directors of Autogrill S.p.A. are responsible for the preparation of the non-financial statement pursuant to Legislative Decree 30 December 2016, no. 254.

We verified the approval by the Directors of the non-financial statement.

Pursuant to art. 3, paragraph 10 of Legislative Decree 30 December 2016, no. 254, this statement is subject of a separate attestation issued by us.

DELOITTE & TOUCHE S.p.A.

Signed by
**Umberto Zanetti**
Partner

Milan, Italy
March 9, 2023

*As disclosed by the Directors on the first page, the accompanying consolidated financial statements of Autogrill Group constitute a non-official version which has not been prepared in accordance with the provisions of the Commission Delegated Regulation (EU) 2019/815. This independent auditor's report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.*

# AUTOGRILL S.P.A.

(under the management and coordination of Dufry from 6 February 2023)

REGISTERED OFFICE
Via Luigi Giulietti 9
28100 Novara - Italy

Share capital: € 145,761,789.78 fully paid-in
Tax code/Novara Registrar of Companies: 03091940266
VAT code: 01630730032

HEADQUARTERS
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Group Investor Relations
Telefono (+39) 02 48261

Associate General Counsel
Telefono (+39) 02 48263706

Website: www.autogrill.com

Co-ordination
zero3zero9

Design
Leftloft

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