

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

All persons entitled with voting rights at the shareholders' meeting of Autogrill S.p.A. ("**Autogrill**" or the "**Company**") are convened to the ordinary shareholders' meeting to be held on 23 May 2019 at 10:30 in Milan, Corso di Porta Vittoria no. 16 (*Centro Congressi*), in a single call, to discuss and resolve upon the following

AGENDA

1. Financial statements as of 31 December 2018 and report on management; proposal for the allocation of the profits of the financial year and for the partial distribution of available reserves. Related and consequential resolutions. Presentation of the consolidated financial statements as of 31 December 2018.
2. Appointment of a director. Related and consequential resolutions.
3. Proposal to authorize the Board of Directors, pursuant to article 2357 and ff. of the Italian Civil Code and article 132 of the Italian Legislative Decree no. 58 of 24 February 1998, to purchase treasury shares up to a maximum of no. 12,720,000 shares and for the disposal of treasury shares, and revocation, for the unfulfilled portion, of the previous authorization to purchase treasury shares, granted by the ordinary shareholders' meeting held on 24 May 2018. Related and consequential resolutions.
4. Presentation of the report on remuneration pursuant to article 123-ter, par. 6, of the Italian Legislative Decree no. 58 of 24 February 1998. Related and consequential resolutions.

ELIGIBILITY TO PARTICIPATE

In accordance with the law, a person for whom a qualified intermediary has notified to the Company the relevant notice certifying the right to vote by and no later than the close of the seventh trading day before the date set for the shareholders' meeting, *i.e.* **14 May 2019 (record date)**, shall be entitled to attend the meeting and exercise his voting rights.

Any person becoming a shareholder of the Company subsequently to the record date shall not be entitled to participate and vote in the meeting. Shareholders' attendance at the meeting is governed by the applicable provisions of law and regulations, as well as by the provisions contained in the current bylaws and rules of conduct of the shareholders' meetings, both available on the website of the Company (www.autogrill.com, Governance section).

Notices to the Company shall be sent by the qualified intermediary on the initiative of the person entitled with voting rights. The Company shall not be in charge of any advance notice nor shall it bear any costs incurred in connection with the carrying out of the duties on the part of the intermediary.

SHARE CAPITAL AND VOTING SHARES

As of the date hereof, the share capital of Autogrill is equal to Euro 68,688,000, divided into no. 254,400,000 ordinary shares, with no indication of their par value, each of which grants one voting right in the Company's ordinary and extraordinary shareholders' meetings. The voting right is suspended in accordance with the law with reference to the treasury shares held by the Company, which, as of the date hereof, amount to no. 181,641 shares.

Information on the amount of the share capital with indication of the number and categories of shares in which it is divided are available on the website of the Company (www.autogrill.com).

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Pursuant to article 127-*ter* of Italian Legislative Decree no. 58 of 24 February 1998 (the “**Consolidated Law on Finance**”), the persons entitled to vote at the shareholders’ meetings may ask questions on the items on the agenda, also before the meeting, no later than three days before the date of the shareholders’ meeting in a single call and therefore **within 20 May 2019**. Questions must be sent in writing by fax, registered mail with acknowledgment of receipt or certified email to the following addresses: Autogrill S.p.A., Direzione Affari Legali e Societari di Gruppo, Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (Milan), Italy, fax no. +39(02)87181663, certified email address autogrill@legalmail.it.

Questions received before the meeting are answered at the latest during the relevant meeting. A single reply may be provided to different questions having the same content. The Company reserves the right to answer the questions received through the dedicated Governance > Shareholders’ Meeting section of the Company’s website (www.autogrill.com), provided that no answer is due when the required information is already available, under the above dedicated section, in the form of Q&As.

INTEGRATION OF THE AGENDA AND PROPOSALS FOR RESOLUTIONS ON THE ITEMS ON THE AGENDA

Pursuant to article 126-*bis* of the Consolidated Law on Finance, the shareholders who, even jointly, represent at least 2.5% of the share capital may either request, within ten days from the publication of this notice of call, the integration to the items listed on the agenda, thus specifying the proposed items to add, or submit resolution proposals on items already listed on the agenda.

The request shall be presented in writing and sent, jointly with the notices released by a qualified intermediary in accordance with its own book entries certifying the ownership of the above stake representing at least 2.5% of the share capital, by fax, registered mail with acknowledgment of receipt or certified email to the following addresses: Autogrill S.p.A., Direzione Affari Legali e Societari di Gruppo, Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (Milan), Italy, fax no. +39(02)87181663, certified email address autogrill@legalmail.it.

All persons entitled with voting rights may individually present resolution proposals at shareholders’ meetings.

The integration of the agenda is not permitted with regard to items upon which the shareholders’ meeting resolves, in accordance with the law, upon proposal of the directors or on the basis of a project or a report presented by the latter, other than the report on the items on the agenda set forth under article 125-*ter*, par. 1, of the Consolidated Law on Finance. Any integration to the items on the agenda or any additional resolution proposal on items already listed on the agenda will be notified, in the same forms prescribed by law for the notice of call, within the terms set out in the applicable laws and regulations.

Shareholders requesting the integration of the agenda or presenting resolution proposals on the items already listed on the agenda shall prepare and send to the Board of Directors, within the deadline set out for the presentation of the request of integration, a report containing the reasons underlying the resolution proposals upon the new items they propose

to add or the reasons underlying the resolution proposals upon items already on the agenda. Such report will be made available to the public, jointly with the relevant assessments, if any, of the Board of Directors, concurrently with the publication of the notice of the integration or of proposal presentation and according to the mechanics set out by the applicable laws and regulations.

APPOINTMENT OF A DIRECTOR

With reference to the second item on the agenda of the shareholders' meeting, it is hereby reminded that, pursuant to article 10 of the Company's bylaws, for the confirmation of the director co-opted by the Board of Directors or for the appointment of a replacing director, only those shareholders who, either individually or jointly with other shareholders, represent at least 1.5% of the share capital or such different percentage, if lower, provided by the applicable laws or regulations, shall be entitled to designate a candidate.

In this respect, it is worth pointing out that the person in charge of Consob's Corporate Governance division, in the executive-endorsed resolution no. 13 of 24 January 2019, set to 1% the stake that shareholders shall own in the share capital in order to be entitled to present slates of candidates for the appointment of the management and supervisory bodies of the Company. Therefore, the shareholders who, either individually or jointly with other shareholders, own shares representing overall at least 1% of the share capital shall be entitled to present slates of candidates.

The deadline for the presentation of the candidacies is Sunday 28 April 2019 and shall therefore be deemed extended to 29 April 2019, *i.e.* the first following business day, in accordance with the general principles applicable with reference to the calculation of the terms. The intermediaries' notices attesting the ownership of the relevant stake as of the date of the presentation of the candidacy shall be submitted within 2 May 2019.

The candidacies and the documentation related thereto shall be submitted, within the above deadline, at the Company's Group Legal and Corporate Affairs Department (*Direzione Affari Legali e Societari di Gruppo*), Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (Milan), Italy, or by certified email at autogrill@legalmail.it. In either instances, the cover letter shall mention the identity of the person who files the documentation.

Each shareholder shall be entitled to submit, or participate in the submission of, one (and only one) candidacy, and each candidate may be listed on one (and only one) candidacy, under penalty of ineligibility.

All candidacies shall be submitted along with a statement by means of which the relevant candidates accept their candidacies and certify, under their own responsibility, that no causes of ineligibility and incompatibility exist and that they meet the requirements prescribed by law for their respective offices. Moreover, such statements shall be filed along with the candidates' *curriculum vitae*, containing comprehensive information on their personal and professional competencies, including the indication of the offices held in other companies as members of the board of directors or supervisory bodies and, if applicable, whether they meet the requirements to be qualified as independent directors.

Moreover, it is worth noting that, in compliance with the self-regulatory code for listed companies promoted by Borsa Italiana S.p.A. in its version of July 2018 (the "**Self-regulatory Code**"), the Board of Directors adopted a specific self-regulatory code for the Company - as published on the Company's website (www.autogrill.com, Governance section) - in adherence to the corporate governance code for listed companies whose article 3 sets out the provisions relating to independent directors and independence requirements, in accordance with the provisions of article 3 of the Self-regulatory Code.

Candidacies which do not meet the above requirements shall be considered as not having been submitted.

Candidacies duly submitted will be made available to the public at the registered office and secondary office of the Company and at Borsa Italiana S.p.A., as well as on the website of the Company (www.autogrill.com, Governance > Shareholders' Meeting section) within 2 May 2019.

REPORT ON REMUNERATION

Pursuant to article 123-ter, paragraph 6, of the Consolidated Law on Finance, the shareholders' meeting called to resolve upon the approval of the annual financial statements shall resolve upon the first section of the report on remuneration, containing an explanation of the Company's policies on the remuneration of the management bodies and key management personnel, as well as of the adoption and implementation of such policies. Such resolution, in accordance with the above article 123-ter, paragraph 6 of the Consolidated Law on Finance, is not binding.

PROXY VOTING

A person entitled with voting rights may be represented at the shareholders' meeting by means of written proxy, according to the procedures and time limits laid down by law. Within the date of publication of this notice of call, a template proxy form will be made available at the registered office and at the secondary office of the Company and, in a printable version, on the Company's website (www.autogrill.com, Governance > Shareholders' Meeting section).

In lieu of the original, the proxy-holder may deliver or send a copy of the proxy, including in electronic format, thus certifying, under his own responsibility, the truthfulness of the copy to the original proxy and the identity of the delegating party. The proxy-holder shall retain the original proxy and keep track of the received voting instructions for a period of one year from the conclusion of the relevant shareholders' meeting. Proxies may be granted by means of digitally signed electronic documents, in accordance with the provisions of article 135-novies, par. 6, of the Consolidated Law on Finance.

Voting proxies may be notified to the Company by mail, fax or certified email at the following addresses: Autogrill S.p.A., Direzione Affari Legali e Societari di Gruppo, Centro Direzionale Milanofiori, Strada 5, Palazzo Z, 20089 Rozzano (Milan), Italy, fax no. +39(02)87181663, certified email address autogrill@legalmail.it. Prior notice, if any, shall not relieve the delegating party, in the context of accreditation for access to the shareholders' meeting, from the obligation to certify, under his own responsibility, the truthfulness of the copy to the original proxy and the identity of the delegating party.

For the shareholders' meeting contemplated herein, the Company designated Agata Todarello, attorney-at-law, as the person to whom those entitled with voting rights may, in accordance with the law and at their own expenses, grant proxies, including voting instructions, on all or some of the items on the agenda (the "**Designed Representative**"). Proxies granted to the Designated Representative shall not apply to such proposals with respect to which no voting instructions are provided. The template form for proxies granted to the Designated Representative is available at the registered office and secondary office of the Company and, in a printable version, on the Company's website, www.autogrill.com, Governance > Shareholders' Meeting section.

The proxy form duly filled in and signed shall be sent to the Designated Representative within the close of the second trading day before the date set for the shareholders' meeting,

i.e. by 21 May 2019, in original form by mail, with the possibility to send a copy accompanied by a declaration of truthfulness to the original by fax or email, to the following addresses: Agata Todarello, Via Dante 15, 20123 Milan, Italy, fax no. +39(02)36575757, email address: agata.todarello@legalmail.it. In the event that the proxy is granted by means of a digitally signed electronic document in accordance with the provisions of article 135-*novies*, par. 6, of the Consolidated Law on Finance, the proxy form may be sent to the Designated Representative, within the above-indicated term, by certified email to the following address: agata.todarello@legalmail.it.

The notice of the qualified intermediary, attesting the right to attend the meeting and to exercise the voting right, shall be provided also in case of grant of the proxy to the Designated Representative: should such notice not be provided, the proxy shall be considered as ineffective.

Vote by correspondence or electronic voting procedures are not established.

DOCUMENTATION

The following documents are made available to the public, and copies thereof may be requested, at the registered office and secondary office of the Company, at the authorized storage mechanism 1Info (www.1info.it), as well as on the website of the Company (www.autogrill.com, Governance > Shareholders' Meeting section), as of the date hereof: (i) the Board of Directors' report on the items on the agenda, including the full text of the resolution proposals; (ii) the annual financial report, the reports of the Board of Statutory Auditors and of the external auditors including the documents attached thereto, as well as the annual corporate governance and ownership structure report; and (iii) the report on remuneration, pursuant to article 123-*ter* of the Consolidated Law on Finance. The complete copies of the latest financial statements of the Company's subsidiaries, or the summary statement set forth under article 2429, par. 4, of the Italian civil code, as well as the summary statement of the essential data drawn from the latest financial statements of the affiliated companies set forth in article 2429, par. 3, of the Italian civil code are made available to the public at the registered office and secondary office of the Company, as of the date hereof, and copies thereof may be requested.

Milan, 12 April 2019

On behalf of the Board of Directors

The Chairman

Paolo Zannoni