



Press release

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New options allotment of the “Phantom Stock Option Plan 2014”

Milan, 12 February 2015 - To implement the incentive plan based on phantom stock options named “2014 Phantom Stock Option Plan” (the “Plan”), which was approved on 28 May 2014 by the Shareholders’ Meeting of Autogrill S.p.A. (Milan: AGL IM), the board of directors, upon proposal of the HR and remuneration committee, has resolved to proceed with the implementation of the Plan: (i) defining the terms and conditions of the third option wave, (ii) allocating a total of 2.752.656 options, and (iii) identifying the beneficiaries from among the employees and executive directors holding key offices in the company and its subsidiaries who are strategically important or within the management of the company or its subsidiaries. This with a view to creating value.

With reference to the second option wave, the board of directors, upon proposal of HR and remuneration Committee, has resolved to allocate a total of 144.504 options in favour of two managers as new beneficiaries pursuant to the requirements described by the press release issued by the Company on July 16, 2014.

The “allocation value” of each option is EUR 7,12. This value has been calculated in accordance with the criteria established in the Plan (i.e., it is equal to the arithmetic average of the official price for the company's shares recorded on the electronic stock market organised and operated by Borsa Italiana S.p.A. on the trading days between 11 January 2015 and 11 February 2015). Today, the price of Autogrill’s shares is EUR 7,50.

The terms and conditions of the Plan and the characteristics of the options granted are set out in the information document prepared in accordance with Art. 84-bis, paragraph 1, of the Issuers’ Regulation, adopted by Consob with resolution no. 11971 of 14 May 1999 and with Schedule 7 of Annex 3A to the regulation. All the information can also be found in the rules of the Plan published on the company’s website at www.autogrill.com.

Table no. 1, Schedule 7 of Annex 3A, of the Issuers’ Regulation is attached below.

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REMUNERATION PLAN BASED ON FINANCIAL INSTRUMENTS

New Autogrill Leadership Team Long Term Incentive Program - Wave 2 (“New L-LTIP Autogrill”)

Table n. 1, Scheme 7, Annex 3A, Regulation n. 11971/1999

[Date: 12/02/2015]

Name or category	Post	FORM 1						
		Financial instruments other than stock options						
		Section 1 Financial instruments relative to ongoing plans approved by previous shareholders’ meetings						
		Date of shareholders’ resolution	Description of instrument ⁽¹⁾	Number of financial instruments allocated by BoD. for each subject or category ⁽²⁾	Date of allocation by competent body/BoD.	Possible purchase price of instruments	Market price as of date of allocation ⁽³⁾	Term of restriction on selling instruments
Gianmario Tondato Da Ruos	Group Chief Executive Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	225.000	16 February 2012	N/A	7.98€	30 June 2018

¹ Under Autogrill’s New Leadership Long Term Incentive Program (“New L-LTIP”), each Unit actually vested and allocated gives to the participants the right to receive one Autogrill ordinary share, free of charge, under the terms and conditions described in the Information Document and relative regulation published by the Company on 11 March 2011 and available in the Governance / Shareholders’ Meeting section of the website (www.autogrill.com).

² Maximum number of Units allocated by cluster of participants. The number of Units that will actually be allocated, and thus the corresponding number of Autogrill S.p.A ordinary shares that he/she will be entitled to receive free of charge, will depend on the participant’s remuneration, the extent to which performance objectives are attained and the share price at the date of allocation of the shares, as described in the Information Document and relative regulation.

³ The price indicated is the market price of Autogrill’s ordinary shares as of 16 February 2012.

Ezio Balarini	Group Chief Marketing Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Paola Bottero	Group General Counsel	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Roberto Colombo	Chief Operating Officer F&B Europe	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	55.000	16 February 2012	N/A	7.98€	30 June 2018
Alberto De Vecchi	Group Chief Financial Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Steve Johnson	HMSHost Chief Executive Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	55.000	16 February 2012	N/A	7.98€	30 June 2018
Aldo Papa	Group Chief Engineering & Procurement Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares ("Units") free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018

Alessandro Preda	Group Chief HR & Organisation Officer	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Walter Seib	CEO F&B International	21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	110.000	16 February 2012	N/A	7.98€	30 June 2018
Autogrill Group Former Employees		21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	385.000	16 February 2012	N/A	7.98€	30 June 2018
Other Autogrill Group Managers		21 April 2011	Free rights (not transferable <i>inter vivos</i>) to receive Autogrill shares (“Units”) free of charge	385.000	16 February 2012	N/A	7.98€	30 June 2018

REMUNERATION PLAN BASED ON FINANCIAL INSTRUMENTS

Phantom Stock Option Plan 2014 – Wave 1 (Phantom SOP”)

Table n. 1, Scheme 7, Annex 3A, Regulation n. 11971/1999

Name or category	Post	FORM 1						
		Financial instruments other than stock options						
		<u>Section 1</u>						
		Financial instruments relative to ongoing plans approved by previous shareholders’ meetings						
		Date of shareholders’ resolution	Description of instrument ⁽⁴⁾	Number of financial instruments allocated ⁽⁵⁾	Date of allocation	Possible purchase price of instruments	Market price as of date of allocation ⁽⁶⁾	Vesting period
Gianmario Tondato da Ruos	Group Chief Executive Officer	28 May 2014	Phantom Stock Option	883.495	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Ezio Balarini	Group Chief Marketing Officer	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016

⁴ Pursuant to the *Phantom Stock Option Plan 2014* (“Phantom SOP”), each *phantom stock option* entitles the Participants to the payment for each Option of a cash amount equal to the possible appreciation of Autogrill shares during the reference period of the Plan, as per the methods and under the terms and conditions described in the Information Document and relative regulation published by the Company on 28 May 2014 and available in the Governance / Shareholders’ Meeting section of the website (www.autogrill.com).

⁵ Maximum number of *phantom stock option* allocated to each participant. The number of *phantom stock option* that will actually be allocated will depend on the “Cap” (that means the maximum amount of the Award achievable by each Participant through the Exercise of the Options).

⁶ The price indicated is the market price of Autogrill’s ordinary shares as of 16 July 2014.

Paola Bottero	Group General Counsel	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Roberto Colombo	Chief Operating Officer F&B Europe	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Alberto De Vecchi	Group Chief Financial Officer	28 May 2014	Phantom Stock Option	232.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Steve Johnson	President & Chief Executive Officer F&B North America	28 May 2014	Phantom Stock Option	267.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Aldo Papa	Group Chief Engineering & Procurement Officer	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Alessandro Preda	Group Chief HR & Organization Officer	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Walter Seib	Chief Executive Officer F&B International	28 May 2014	Phantom Stock Option	188.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016
Other Autogrill Group Managers		28 May 2014	Phantom Stock Option	755.500	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2016

REMUNERATION PLAN BASED ON FINANCIAL INSTRUMENTS

Phantom Stock Option Plan 2014 – Wave 2 (Phantom SOP”)

Table n. 1, Scheme 7, Annex 3A, Regulation n. 11971/1999

Name or category	Post	FORM 1						
		Financial instruments other than stock options						
		Section 1						
		Financial instruments relative to ongoing plans approved by previous shareholders’ meetings						
		Date of shareholders’ resolution	Description of instrument ⁽⁷⁾	Number of financial instruments allocated ⁽⁸⁾	Date of allocation	Possible purchase price of instruments	Market price as of date of allocation ⁽⁹⁾	Vesting period
Gianmario Tondato da Ruos	Group Chief Executive Officer	28 May 2014	Phantom Stock Option	565.217	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Ezio Balarini	Group Chief Marketing Officer	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017

⁷ Pursuant to the *Phantom Stock Option Plan 2014* (“Phantom SOP”), each *phantom stock option* entitles each Participant to the payment for each Option of a cash amount equal to the possible appreciation of Autogrill shares during the reference period of the Plan, as per the methods and under the terms and conditions described in the Information Document and relative regulation published by the Company on 28 May 2014 and available in the Governance / Shareholders’ Meeting section of the website (www.autogrill.com).

⁸ Maximum number of *phantom stock option* allocated to each participant. The number of *phantom stock option* that will actually be allocated will depend on the “Cap” (that means the maximum amount of the Award achievable by each Participant through the Exercise of the Options).

⁹ The price indicated is the market price of Autogrill’s ordinary shares as of 16 July 2014.

Paola Bottero	Group General Counsel	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Roberto Colombo	Chief Operating Officer F&B Europe	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Alberto De Vecchi	Group Chief Financial Officer	28 May 2014	Phantom Stock Option	149.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Steve Johnson	President & Chief Executive Officer F&B North America	28 May 2014	Phantom Stock Option	171.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Aldo Papa	Group Chief Engineering & Procurement Officer	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Alessandro Preda	Group Chief HR & Organization Officer	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Walter Seib	Chief Executive Officer F&B International	28 May 2014	Phantom Stock Option	121.000	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017
Other Autogrill Group Managers		28 May 2014	Phantom Stock Option	1.253.250	16 July 2014 (HR Committee 17 June 2014)	Free of charge	6,595	16 July 2014 to 15 July 2017

REMUNERATION PLAN BASED ON FINANCIAL INSTRUMENTS

Phantom Stock Option Plan 2014 – Wave 3 (Phantom SOP”)

Table n. 1, Scheme 7, Annex 3A, Regulation n. 11971/1999

Name or category	Post	FORM 1						
		Financial instruments other than stock options						
		<u>Section 2</u>						
		Newly allocated financial instruments on the basis of the decision of the BoD to implement the shareholders’ resolution						
		Date of shareholders’ resolution	Description of instrument ⁽¹⁰⁾	Number of financial instruments allocated ⁽¹¹⁾	Date of allocation	Possible purchase price of instruments	Market price as of date of allocation ⁽¹²⁾	Vesting period
Gianmario Tondato da Ruos	Group Chief Executive Officer	28 May 2014	Phantom Stock Option	505.556	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018
Ezio Balarini	Group Chief Marketing Officer	28 May 2014	Phantom Stock Option	108.500	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018

¹⁰ Pursuant to the *Phantom Stock Option Plan 2014* (“Phantom SOP”), each *phantom stock option* entitles each Participant to the payment for each Option of a cash amount equal to the possible appreciation of Autogrill shares during the reference period of the Plan, as per the methods and under the terms and conditions described in the Information Document and relative regulation published by the Company on 28 May 2014 and available in the Governance / Shareholders’ Meeting section of the website (www.autogrill.com).

¹¹ Maximum number of *phantom stock option* allocated to each participant. The number of *phantom stock option* that will actually be allocated will depend on the “Cap” (that means the maximum amount of the Award achievable by each Participant through the Exercise of the Options).

¹² The price indicated is the market price of Autogrill’s ordinary shares as of 12 February 2015.

Paola Bottero	Group General Counsel	28 May 2014	Phantom Stock Option	108.500	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018
Roberto Colombo	Chief Operating Officer F&B Europe	28 May 2014	Phantom Stock Option	108.500	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018
Alberto De Vecchi	Group Chief Financial Officer	28 May 2014	Phantom Stock Option	133.500	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018
Steve Johnson	President & Chief Executive Officer F&B North America	28 May 2014	Phantom Stock Option	182.000	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018
Aldo Papa	Group Chief Engineering & Procurement Officer	28 May 2014	Phantom Stock Option	108.500	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018
Alessandro Preda	Group Chief HR & Organization Officer	28 May 2014	Phantom Stock Option	108.500	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018
Walter Seib	Chief Executive Officer F&B International	28 May 2014	Phantom Stock Option	108.500	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018
Other Autogrill Group Managers		28 May 2014	Phantom Stock Option	1.280.600	12 February 2015	Free of charge	7,50	12 February 2015 to 11 February 2018

REMUNERATION PLAN BASED ON FINANCIAL INSTRUMENTS

Phantom Stock Option Plan 2014 – Wave 2 (Phantom SOP”)

Table n. 1, Scheme 7, Annex 3A, Regulation n. 11971/1999

Name or category	Post	FORM 1						
		Financial instruments other than stock options						
		<u>Section 2</u>						
		Newly allocated financial instruments on the basis of the decision of the BoD to implement the shareholders’ resolution						
		Date of shareholders’ resolution	Description of instrument ⁽¹³⁾	Number of financial instruments allocated ⁽¹⁴⁾	Date of allocation	Possible purchase price of instruments	Market price as of date of allocation ⁽¹⁵⁾	Vesting period
Other Autogrill Group Managers		28 May 2014	Phantom Stock Option	144.504	12 February 2015	Free of charge	7,50	16 July 2014 to 15 July 2017

¹³ Pursuant to the *Phantom Stock Option Plan 2014* (“Phantom SOP”), each *phantom stock option* entitles each Participant to the payment for each Option of a cash amount equal to the possible appreciation of Autogrill shares during the reference period of the Plan, as per the methods and under the terms and conditions described in the Information Document and relative regulation published by the Company on 28 May 2014 and available in the Governance / Shareholders’ Meeting section of the website (www.autogrill.com).

¹⁴ Maximum number of *phantom stock option* allocated to each participant. The number of *phantom stock option* that will actually be allocated will depend on the “Cap” (that means the maximum amount of the Award achievable by each Participant through the Exercise of the Options).

¹⁵ The price indicated is the market price of Autogrill’s ordinary shares as of 12 February 2015.