



Press release

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## **AUTOGRIFF: IMPLEMENTATION OF THE CORPORATE REORGANIZATION PROJECT**

Milan, 15 December 2017 - Autogrill S.p.A. (Milano: AGL IM), ("**Autogrill**") informs that the corporate reorganization project, approved by the Board of Directors of Autogrill on 9 November 2017, has been implemented, according to the terms detailed in the press release issued on the same date. As previously stated, the reorganization project provides for the contribution in kind, effective as of 1 January 2018, of three business units (*rami d'azienda*) to three different limited liability companies, whose corporate capital is wholly owned by Autogrill, namely to Autogrill Italia S.r.l., Autogrill Advanced Business Service S.r.l and GTA S.r.l. (the "**Transferees**"). The Transferees - effective from 1 January 2018 (the "**Effective Date**") - will be converted into joint stock companies (the "**Transaction**").

On the date hereof, the shareholders' meetings of each of the Transferees resolved to increase the respective share capital for the contribution of the business units held by Autogrill and the conversion into joint stock company, as well as the adoption of new by-laws effective as from the Effective Date.

In particular:

- ✓ the shareholders' meeting of Autogrill Italia S.r.l. - which will change its corporate name to "Autogrill Italia S.p.A." from the Effective Date ("**Autogrill Italia**") – resolved upon a capital increase, with share premium, for an overall amount of Euro 156,498,497, to be paid in full through the contribution in kind of a business unit relating to motorway and airport concessions, the railway stations and urban centers businesses in Italy (the "**Italy Business Unit**");
- ✓ the shareholders' meeting of GTA S.r.l. - which will change its corporate name to "Autogrill Europe S.p.A." from the Effective Date ("**Autogrill Europe**") – resolved upon a capital increase, with share premium, for an overall amount of Euro 333,176,172, to be paid in full through the contribution in kind of a business unit which includes: **a)** the departments responsible for coordinating the activities in Southern Europe and in Continental Europe (including Italy); and **b)** the shareholdings in the following companies: Autogrill Austria GmbH (Austria), Autogrill België NV (Belgium), Autogrill Czech s.r.o. (Czech Republic), Holding de Participations Autogrill S.a.s. (France), Autogrill Deutschland GmbH (Germany), Autogrill Hellas Single Member Limited Liability Company (Greece), Autogrill Poland Sp. z o.o. (Poland), Autogrill gostinstvo in trgovina d.o.o. (Slovenia), Autogrill Iberia S.L.U. (Spain) and Autogrill Schweiz A.G. (Swiss) (the "**Europe Business Unit**"); and
- ✓ the shareholders' meeting of Autogrill Advanced Business Service S.r.l. - which will change its corporate name to "Autogrill Advanced Business Service S.p.A." from the Effective Date ("**Autogrill Advanced Business Service**") – resolved upon a capital increase, with share premium, for an overall amount of Euro 3,203,815, to be paid in full through the contribution in kind of a business unit relating to the performance of supporting activities and services currently performed by Autogrill in favor of companies belonging to the Group (the "**Service Business Unit**").

Always on the date hereof, Autogrill subscribed and paid in full the above capital increases through the execution of a deed of contribution with each of the Transferees concerning the above described business units. Therefore, as from the Effective Date:



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- ✓ Autogrill Italia will acquire the ownership of the Italy Business Unit increasing its capital up to Euro 68,688,000, represented by 68,688,000 shares without par value;
- ✓ Autogrill Europe will acquire the ownership of the Europe Business Unit increasing its capital up to Euro 50,000,000, represented by 50,000,000 shares without par value;
- ✓ Autogrill Advanced Business Service will acquire the ownership of the Service Business Unit increasing its capital up to Euro 1,000,000, represented by 1,000,000 shares without par value.

The shareholders' meeting of each of the Transferees held today also resolved upon the appointment, effective from 1 January 2018, of a board of statutory auditors and, effective as of 15 January 2018, of a board of directors composed by 5 members for Autogrill Italia and Autogrill Europe and by a sole director for Autogrill Advanced Business Service. The corporate bodies will hold the office until the date of approval of the financial statements as of 31 December 2020.

To note that Autogrill has exercised the right to derogate to the duty to disclose informative documents (*documenti informativi*) relating to acquisitions and transfers of assets provided for by Article 71 of the regulation adopted by Consob by resolution no. 11971 of 14 May 1999 (as subsequently amended, the "Issuers' Regulation"). However, considering the relevance of the reorganization project, Autogrill considers appropriate to provide an adequate information to shareholders in connection with the Transaction and will make available to the public, on a voluntary basis and in accordance with Article 71 of the Issuers' Regulation, an information document relating to the Transaction, pursuant to the indications contained in Scheme 3 of Annex 3B of the Issuers' Regulation, as referred to in Article 71 of the Issuers' Regulation.

Pursuant to Article 6 of the Consob regulation no. 17221 of 12 March 2010, as subsequently amended (the "17221/2010 Regulation"), the Transferees are related parties of Autogrill since their corporate capital is wholly held by Autogrill. However, the Transaction is not subject to the procedures relating to transactions with related parties due to the exemption provided under Article 14, paragraph 2, of the 17221/2010 Regulation and Article 12.3.1 of the procedures relating to transactions with related parties of Autogrill which have been adopted by the Board of Directors of Autogrill on 13 May 2014 and in force as from 30 September 2014 and published on Autogrill's website ([www.autogrill.com](http://www.autogrill.com)). Therefore, Autogrill has not published and will not publish an information document relating to the Transaction pursuant to Article 5 of the 17221/2010 Regulation.

For further information:

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