NEWS RELEASE

Combination between Dufry and Autogrill – Threshold of 95% of Autogrill’s share capital for the purposes of the squeeze-out has been crossed.

During the procedure to comply with the obligation to purchase under art. 108, Par. 2, of the Italian Legislative Decree no. 58 of February 24, 1998 (the “Sell-Out Procedure”) commenced on June 12, 2023 and ended on June 30, 2023, additional 7,244,025 Autogrill shares (equal to 1.8814% of the share capital of Autogrill) have been tendered in the Offer. Therefore, based on the information available as of today, taking into account the ordinary shares of Autogrill already held by Dufry and the treasury shares owned by Autogrill, Dufry will hold 96.3858% of the share capital of Autogrill. Dufry will therefore be able to initiate the squeeze-out procedure, which will result in Dufry holding all of Autogrill’s shares, and delisting Autogrill.

Based on the information available as of today, 35.7949% of the Autogrill shares tendered in the Sell-Out Procedure opted for the share consideration (0.1583 newly-issued Dufry shares for each Autogrill share), and 64.2051% of the shares tendered opted for the cash alternative consideration (EUR 6.33 for each Autogrill share). Based on today’s results, Dufry expects to issue approximately 410 thousand additional new shares related to the tendering during the Sell-Out Procedure; the first day of trading for those shares is expected to be July 7, 2023.

Legal Disclaimer

The mandatory public exchange offer (the “Offer”) is launched exclusively in Italy and is made on a non-discriminatory basis and on equal terms to all holders of Autogrill shares, as indicated in the notice published pursuant to article 102 of the Italian Legislative Decree No. 58 of February 24, 1998 (the “Notice”) and further described in the offer document (the “Offer Document”) and the exemption document (the “Exemption Document”) that have been published in accordance with the applicable regulation.

The Offer has not been and will not be made in the United States, Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority (such jurisdictions, including the United States, Canada, Japan and Australia, the “Excluded Countries”), by using national or international instruments of communication or commerce of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Excluded Countries’ financial intermediaries or in any other way. No actions have been taken or will be taken to make the Offer possible in any of the Excluded Countries.

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This press release may contain certain forward-looking statements relating to Dufry and its business. Such statements involve certain risks, uncertainties and other factors which could cause the actual results, financial condition, performance or achievements of Dufry to be materially different from those expressed or implied by such statements. Readers should therefore not place undue reliance on these statements, particularly not in connection with any contract or investment decision. Dufry disclaims any obligation to update any such forward-looking statements.
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Dufry AG (SIX: DUFN), founded in 1865 and headquartered in Basel, Switzerland, delivers a revolutionary travel experience to consumers worldwide by uniquely combining retail, food & beverage and digital. Our company addresses 2.3 billion passengers in more than 75 countries in 5,500 outlets across 1,200 airports, motorways, cruise lines, seaports, railway stations and other locations across all six continents. With the traveler at our core, we are creating value for all our stakeholders including concession and brand partners, employees, communities, and finally, our shareholders.

Sustainability is an inherent element of Dufry’s business strategy aiming for sustainable and profitable growth of the company while fostering high standards of environmental stewardship and social equity.

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