

Publication pursuant to Article 61 para. 3 of the Swiss Takeover Ordinance

Combination of Dufry and Autogrill: Decision of the Swiss Takeover Board on the request of Edizione S.p.A. and Schema Beta S.p.A.

In the context of the planned combination of Dufry AG and Autogrill S.p.A. and as contemplated in the combination agreement by and among Dufry AG, Edizione S.p.A. and Schema Beta S.p.A., Edizione S.p.A. and Schema Beta S.p.A. filed a request on August 2, 2022 with the Swiss Takeover Board regarding the exemption from the obligation to make an offer in connection with the conversion of the mandatory convertible notes to be issued by Dufry AG to Schema Beta S.p.A. at closing.

For information on the background of the procedure and the request of Edizione S.p.A. and Schema Beta S.p.A., please refer to the decision of the Swiss Takeover Board dated August 17, 2022 (published on <http://takeover.ch>). For information on the planned transaction, please refer to <https://www.dufry.com/en/DufryAutogrill>.

DECISION OF THE SWISS TAKEOVER BOARD

In its decision of August 17, 2022, the Swiss Takeover Board decreed as follows (unofficial translation of the German original):

- "1. Edizione S.p.A. and Schema Beta S.p.A. are exempt from the obligation to make a public takeover offer to the shareholders of Dufry AG as a result of the conversion of the convertible notes in execution of the combination agreement by and among Edizione S.p.A., Schema Beta S.p.A. and Dufry AG entered into on July 11, 2022. This exemption from the obligation to make a public takeover offer is granted on the condition that the newly created shares of Dufry AG will be registered in the commercial register within three months after the conversion of the convertible notes and that Edizione S.p.A. or Schema Beta S.p.A. do not exercise any significant influence on Dufry AG's business during the period in which the threshold for the obligation to make a public takeover offer is exceeded.
2. Edizione S.p.A. and Schema Beta S.p.A. are obliged to inform the Takeover Board within five trading days after the conversion of the convertible notes on the details of the conversion and the subsequent registration of the share capital of Dufry AG in the commercial register.
3. The request no. 2 of Edizione S.p.A. and Schema Beta S.p.A. is dismissed.
4. The requests no. 3 and 4 of Edizione S.p.A. and Schema Beta S.p.A. are not entered into.
5. Dufry AG is obliged to publish the dispositive of the present decision and the reference to the right of appeal of qualified shareholders in accordance with art. 6 and 7 TOO.

6. This decision will be published on the website of the Swiss Takeover Board on the day of publication by Dufry AG pursuant to para. 5 above.
7. The fee payable by Edizione S.p.A. and Schema Beta S.p.A. under joint and several liability amounts to CHF 25,000."

Objection of a qualified shareholder (art. 58 of the Takeover Ordinance, SR 954.195.1):

A shareholder with a holding of at least three per cent of the voting rights of the target company, whether exercisable or not (qualified shareholder, art. 56 TOO) and who has not yet participated in the proceeding may file an objection against the above-mentioned decision. The objection has to be filed with the Takeover Board within five trading days after the publication of the above-mentioned decision. The objection must contain a formal request and a summary of the legal grounds, as well as proof of the holding in accordance with art. 56 para. 3 and 4 TOO (art. 58 TOO).

VERFÜGUNG DER SCHWEIZERISCHEN ÜBERNAHMEKOMMISSION

Die Übernahmekommission hat in ihrer Verfügung vom 17. August 2022 wie folgt verfügt:

1. Edizione S.p.A. und Schema Beta S.p.A. werden von der Pflicht befreit, als Folge der Wandlung von Wandelanleihen in Erfüllung des von Edizione S.p.A., Schema Beta S.p.A. und Dufry AG am 11. Juli 2022 abgeschlossenen *Combination Agreements* den Aktionären der Dufry AG ein öffentliches Übernahmeangebot zu unterbreiten. Diese Ausnahme von der Angebotspflicht wird unter der Bedingung gewährt, dass die Eintragung der neu geschaffenen Aktien der Dufry AG im Handelsregister innert einer Frist von drei Monaten nach der Wandlung der Wandelanleihen erfolgt und, dass Edizione S.p.A. oder Schema Beta S.p.A. während der Grenzwertüberschreitung keinen wesentlichen Einfluss auf die Geschicke der Dufry AG ausüben.
2. Edizione S.p.A. und Schema Beta S.p.A. werden verpflichtet, die Übernahmekommission innerhalb von fünf Börsentagen nach der Wandlung der Wandelanleihen über die Details dieser Wandlung sowie über die anschliessende Eintragung des Aktienkapitals von Dufry AG im Handelsregister zu informieren.
3. Der Antrag Ziff. 2 von Edizione S.p.A. und Schema Beta S.p.A. wird abgewiesen.
4. Auf den Antrag Ziff. 3 und den Antrag Ziff. 4 von Edizione S.p.A. und Schema Beta S.p.A. wird nicht eingetreten.
5. Dufry AG wird verpflichtet, das Dispositiv der vorliegenden Verfügung sowie den Hinweis auf das Einspracherecht qualifizierter Aktionäre gemäss Art. 6 und 7 UEV zu veröffentlichen.
6. Diese Verfügung wird am Tag der Veröffentlichung der Dufry AG gemäss Dispositiv-Ziff. 5 hiervor auf der Webseite der Übernahmekommission veröffentlicht.
7. Die Gebühr zu Lasten von Edizione S.p.A. und Schema Beta S.p.A. beträgt unter solidarischer Haftung CHF 25'000."

Einsprache einer qualifizierten Aktionärin oder eines qualifizierten Aktionärs (Art. 58 der Übernahmeverordnung, SR 954.195.1):

Ein Aktionär, welcher eine Beteiligung von mindestens drei Prozent der Stimmrechte an der Zielgesellschaft, ob ausübbar oder nicht, nachweist (qualifizierter Aktionär, Art. 56 UEV) und am

Verfahren bisher nicht teilgenommen hat, kann gegen die vorerwähnte Verfügung Einsprache erheben. Die Einsprache ist bei der Übernahmekommission innerhalb von fünf Börsentagen nach der Veröffentlichung der vorerwähnten Verfügung einzureichen. Sie muss einen Antrag und eine summarische Begründung sowie den Nachweis der Beteiligung gemäss Art. 56 Abs. 3 und 4 UEV enthalten (Art. 58 Abs. 3 UEV).

DECISION DE LA COMMISSION DES OPA

Dans sa décision du 17 août 2022, la Commission des OPA a décidé ce qui suit (traduction non officielle de l'original allemand):

- "1. Edizione S.p.A et Schema Beta S.p.A. sont exemptées de l'obligation de présenter une offre publique d'achat aux actionnaires de Dufry AG suite à la conversion des obligations convertibles en exécution du *Combination Agreement* conclu entre Edizione S.p.A., Schema Beta S.p.A. et Dufry AG le 11 juillet 2022. Cette exemption de l'obligation de présenter une offre est accordée à condition que les actions nouvellement créées de Dufry AG soient inscrites au registre du commerce dans un délai de trois mois après la conversion des obligations convertibles et qu'Edizione S.p.A. ou Schema Beta S.p.A. n'exercent pas d'influence déterminante sur le destin de Dufry AG durant la période de dépassement du seuil.
2. Edizione S.p.A. et Schema Beta S.p.A. sont tenues d'informer la Commission des OPA dans les cinq jours de bourse suivant la conversion des obligations convertibles, des détails de cette conversion ainsi que de l'inscription subséquente du capital-actions de Dufry AG au registre du commerce.
3. La conclusion ch. 2 d'Edizione S.p.A. et de Schema Beta S.p.A. est rejetée.
4. Il n'est pas entré en matière sur la conclusion ch. 3 ni sur la conclusion ch. 4 d'Edizione S.p.A. et de Schema Beta S.p.A.
5. Dufry AG est tenue de publier le dispositif de la présente décision ainsi que la mention du droit d'opposition des actionnaires qualifiés conformément aux art. 6 et 7 OOPA.
6. La présente décision sera publiée sur le site internet de la Commission des OPA le jour de la publication de Dufry AG conformément au ch. 5 du dispositif ci-dessus.
7. L'émolument à la charge solidaire d'Edizione S.p.A. et de Schema Beta S.p.A. s'élève à CHF 25,000.

Opposition d'une actionnaire qualifiée ou d'un actionnaire qualifié (art. 58 de l'Ordonnance sur les OPA, RS 954.195.1):

Un actionnaire qui détient au minimum trois pourcent des droits de vote, exerçables ou non, de la société visée (actionnaire qualifié, art. 56 OOPA) et qui n'a pas participé à la procédure peut former opposition contre la présente décision. L'opposition doit être déposée auprès de la Commission des OPA dans les cinq jours de bourse suivant la publication du dispositif de la présente décision. Le délai commence à courir le premier jour de bourse après la publication. L'opposition doit comporter une conclusion, une motivation sommaire et la preuve de la participation de son auteur conformément à l'art. 56 al. 3 et 4 OOPA (art. 58 al. 4 OOPA).

About Dufry

Dufry AG (SIX: DUFN) is the leading global travel retailer operating over 2,300 duty-free and duty-paid shops in airports, cruise lines, seaports, railway stations and downtown tourist areas, in more than 420 locations in 66 countries across all six continents.

The Company, founded in 1865 and headquartered in Basel, Switzerland, is offering customers a first-class shopping experience, global brands, a unique market access and landlords a reliable, value-enhancing partnership. To learn more about Dufry, please visit www.dufry.com.

About Autogrill

Autogrill S.p.A. (XMIL: AGL) is a leading global provider of food & beverage services for travelers, operating mainly in airports, motorways and railway stations with a broad geographical reach. It has a presence in 30 countries on 4 continents, through more than 800 locations and managing approx. 3,300 points of sale. Autogrill, headquartered in Milan, Italy, employs over 34,000 employees. The company manages a wide portfolio of owned and licensed brands (>300), to satisfy the changing needs of customers and landlords. To learn more about Autogrill, please visit <https://www.autogrill.com>.

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DUFRY GROUP – A LEADING GLOBAL TRAVEL RETAILER

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**SOS CHILDREN'S
VILLAGES**

Social Responsibility

Dufry cares for children and supports social projects from SOS Kinderdorf in Brazil, Mexico, Kenya, Russia, Jordan and Spain. SOS Children's Villages is an independent, non-political and non-demonstrational organization established for orphaned and destitute children all over the world.