

MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

DEAR SHAREHOLDERS

The 2022 business year was characterized by three key developments which positively impacted the company. First, a strong operational performance, especially since the summer months. Second, under the leadership of our newly appointed CEO, Xavier Rossinyol, we developed and presented our new company strategy «Destination 2027». Third, we announced the combination with Autogrill, which will allow us to join forces with the leading operator of travel F&B and to create a new integrated global Travel Experience player.

The strong travel recovery and our customers' propensity to spend, are well reflected in our operational performance. Our turnover increased significantly and reached CHF 6,878.4 million (2021: CHF 3,915.4 million), resulting in a remarkable improvement in organic growth: 76.1% on the previous year. Our CORE EBITDA for full-year 2022, which benefitted from our ongoing cost management, amounted to CHF 606.2 million, equal to a margin of 8.8% despite challenging macro-economics. Equity Free Cash Flow (EFCF) of CHF 305.2 million for fiscal year 2022 was above expectations. As a result, our net profit turned positive to CHF 121 million (2021: CHF -365.2 million) and represented an improvement over pre-pandemic levels (2019: CHF 30.07 million).

Creating a new global Travel Experience player.

Our new strategy, characterized by customer centricity and value generation for concession partners, brand suppliers and shareholders, will deliver long-term growth, sustainable profits and strong cash flows. "Destination 2027" builds on four clearly defined pillars – travel experience evolution, geographical di-

versification, operational improvement culture and strong ESG engagement.

The combination of Dufrey and Autogrill is a perfect strategic fit, providing the integrated entity with a strong commercial setup and opening new avenues of growth. Dufrey will strengthen its position in the highly attractive and resilient US market as well as benefit from new opportunities in other key geographies, through innovative assortments and service portfolios to customers, brands and concession partners. The business combination with Autogrill fully aligns with the new company strategy and will contribute to the evolution of all four pillars. We expect the combination to strengthen the balance sheet, reduce leverage levels and create sustainable value for shareholders supported by potential for synergies as well as generating cash flow.

As of December 31, 2022, Dufrey's market capitalization stood at CHF 3,496.6 million. Dufrey shares started the year at CHF 48.19, peaked in February at CHF 50.46 and then had a slightly lower and volatile sideways performance. Shares closed the year at CHF 38.51 after external impacts from the challenging geopolitical and economic environment. The average daily trading volume on all platforms was CHF 46.0 million, confirming good liquidity for our shares. The SIX Swiss Exchange remains an important trading platform, where the average daily volume of Dufrey shares reached CHF 15.6 million in 2022. Dufrey's trading volumes are mainly concentrated at the SIX 33.93% and BATS Chi-X OTC 38.17% platforms. As is our tradition, we have maintained a continuous dialogue with our shareholders and the financial community through over 1,850 contacts on roadshow or conference meetings, calls and emails – fortunately with an increasing number of in-person meetings. Our Capital Markets Day had around 100 in-person attendees.

At the General Meeting of Shareholders in May 2022, we welcomed Mr Xavier Bouton as a new member to the Board of Directors. He will contribute to Dufrey's



Dufry is well equipped to redefine Travel Experience globally through its customer centric strategy, solid financial position, and the combination with Autogrill.

Juan Carlos Torres Carretero

2,200

Dufrey is a real global player operating over 2,200 shops throughout all six continents.

development with his wealth of experience gained through participation in several board committees of listed and private companies. Jorge Born, a Board Member since 2010, Steven Tadler, Board Member since 2018, and Julián Díaz, Board Member since 2013, decided not to stand for re-election. I thank Messrs Jorge Born and Steven Tadler for their valuable contributions to Dufrey, wishing them all the best for their future endeavours.

A special thank you goes to Julián Díaz, not only for his contribution as a Board Member, but particularly for his achievements as CEO of Dufrey during his tenure that began in 2004. Julián successfully executed the company's global expansion strategy of profitable and sustainable growth, as well as earning the respect of the travel retail industry. Julián has been the driving force of the Group's development and reliably steered the company on its remarkable path to become not just the leading player, but the only truly global travel retailer of the industry. In the name of the Board of Directors and on behalf of the whole company, I express our gratitude to Julián Díaz for his outstanding dedication and the extraordinary contributions he made to Dufrey and all its stakeholders throughout his successful career. Our best wishes of good health, happiness, and further satisfaction accompany him in the future.

Shareholders, bondholders and lending banks provide continued support.

Our shareholders reconfirmed their ongoing support of the overall company strategy and applauded the resilience of our business at the Extraordinary General Meeting held on August 31. A large majority approved several proposals to create authorized and conditional

share capital, amend the Articles of Incorporation and appoint two new Board Members in relation to the previously announced business combination with Autogrill. In this context, Alessandro Benetton and Enrico Laghi (Chairman and CEO of Edizione, respectively) were elected as Honorary Chairman and Vice Chairman to the Dufrey Board of Directors. Enrico Laghi was also elected as member of the Remuneration Committee. In the name of the entire Board of Directors, I would like to thank our shareholders for their ongoing commitment.

In view of the 2023 General Meeting of Shareholders, the Board of Directors resolved to propose not to pay a dividend for the business year 2022. This allows us to focus on strengthening the company's financial position and on closing the business combination with Autogrill. The Board of Directors will consider re-initiation of dividend payments in line with our overall capital allocation policy considering deleveraging, growth opportunities and returning cash to shareholders. We expect attractive shareholder value generation to result from the successful execution of our new strategy Destination 2027 and the business combination with Autogrill.

Having obtained all anti-trust and regulatory approvals, on February 3, 2023 we announced the closing of the business combination with Autogrill and the related transfer of Edizione's entire stake of 50.3% in Autogrill to Dufrey. From February 3, 2023 until the end of the month our share fluctuated between CHF 40 to CHF 43 and our market capitalization reached CHF 5,000 million, indicating an initial positive reaction from the market. The next step is to launch a mandatory tender offer for the remaining Autogrill shares. In the mandatory tender offer, in compliance with Italian takeover law, Dufrey offers both, 0.158 new Dufrey shares for each Autogrill share the same offer as for the 50.3% or a cash alternative equivalent to EUR 6.33 per Autogrill share. Neither the exchange ratio, nor the cash alternative will be subject to any adjustment. Dufrey will publish the relevant announcements and documentation

with further details related to the mandatory tender offer in due course. The mandatory tender offer settlement is expected to be completed by Q2 2023.

Dufrey substitutes 20% of its electricity consumption with renewable energy.

In 2022, we continued to expand our ESG engagement with several new initiatives and steady progress on our existing programs. To underline our ESG commitment as an integral part of our company, in 2022 we have for the first time included ESG targets in the long-term incentive plan for management compensation. While we actively reduce energy consumption whenever we refurbish or build new shops, in 2022 we also started substituting 20% of our electricity consumption with renewable energy. This is an important step to reach our goal of becoming climate neutral for scopes 1 and 2 by 2025. We also disclosed our first TCFD Report (Task Force on Climate-Related Financial Disclosure) to assess and report on climate-related risks and opportunities. Based on the learnings of our first Diversity & Inclusion (D & I) survey in 2021, we launched a series of dedicated D & I trainings across the organization and have verified their impact with the second D & I survey executed in the last quarter of 2022 achieving a response rate of 63%. A full overview of our ESG progress is available on pages 79 – 120.

Ongoing strong engagement for our communities.

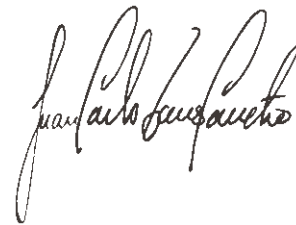
Our community engagement programs around the world continue to support and assist communities in markets in which we operate. It is now the 13th year that we have contributed funds to SOS Children's Villages initiatives in Brazil, Mexico and Kenya. This year, as children and families really needed extra support, we asked our customers to join our efforts by purchasing our Captain Dufrey plush bear, the profits of which were donated to SOS Children's Villages. In 2022, we and our employees were also involved in community projects in many other parts of the world such as Switzerland, Greece, the United Kingdom, the United States, Canada, India, Armenia and Spain.

Our employees and management teams generously contributed to all the positive developments and achievements described above. Their dedication, continued commitment, and hard work as a team, resulted in over-achieving our targets this year. I want to express my gratitude and say a sincere thank you to every single one of our employees for their unflinching support and continued motivation.

I thank once again our concession partners and suppliers, for closely collaborating with us to find mutually viable solutions during the recovery. We solidified our partnerships and look forward to enjoying future journeys together.

The ongoing trust of our business partners, shareholders, bondholders and lending banks, further strengthened our long-standing relationships and fostered our common vision of Dufrey as a WorldClass.WorldWide company.

Sincerely,



Juan Carlos Torres Carretero