

# INVITATION

TO THE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF DUFYRY AG **2023**

November 3, 2023

# AGENDA

## EXTRAORDINARY GENERAL MEETING OF DUFRY AG 2023

### Dear Shareholders,

The **Extraordinary General Meeting of Dufry AG (“General Meeting”)** will be held on **November 3, 2023** at 9:30 a.m. CET (doors open at 9:00 a.m. CET) at Radisson Blu Hotel, Steinentorstrasse 25, 4051 Basel, Switzerland.

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### Change of Corporate Name

The Board of Directors **proposes** to amend article 1 of the Articles of Incorporation as follows (the proposed amendments are underlined):

#### Artikel 1: Firma, Sitz

Unter der Firma

- Avolta AG
- (Avolta SA)
- (Avolta Ltd)

besteht eine Aktiengesellschaft gemäss Art. 620 ff. OR mit Sitz in Basel. Die Dauer der Gesellschaft ist unbeschränkt.

#### Article 1: Name, Place of Incorporation

Under the name

- Avolta AG
- (Avolta SA)
- (Avolta Ltd)

exists a corporation according to Art. 620 et seq. of the Swiss Code of Obligations (hereinafter “CO”) with principal office in Basel. The duration of the Company shall be unlimited.

### Explanations:

On October 2, 2023, Dufry announced that it will change its corporate name to “Avolta”, a new brand identity representing the combination of Dufry and Autogrill S.p.A. (“Autogrill”). Unifying the travel retail and food & beverage (F&B) businesses under a single company name is the next step in an already effective integration. The launch of a common company name also reinforces the long-term vision of the combined group and is part of the Destination 2027 strategy.

Moving forward, the Avolta brand will lead internal and external communications, with all corporate brands of the former Dufry and Autogrill group transitioning to the Avolta brand family. Consumer-facing brands, including consumer-facing elements of corporate brands, like Dufry, Autogrill, Hudson and World Duty Free, to name a few, will continue to operate as they exist today.

# DOCUMENTATION AND ORGANIZATIONAL MATTERS

## EXTRAORDINARY GENERAL MEETING OF DUFY AG 2023

### Documentation

This invitation to the General Meeting, the agenda and the proposal of the Board of Directors will be sent to the duly registered shareholders of the Company. The documents relevant for the General Meeting will be published on Dufry's website <https://www.dufry.com/en/EGM2023>.

### Registration and Participation at the General Meeting

Only shareholders entered in the share register of the Company with the right to vote on October 23, 2023, 5:00 p.m. CEST will be entitled to participate in the General Meeting. Shareholders intending to personally participate at the General Meeting can request their admission cards using the Proxy/Answer Form enclosed with the invitation.

The Proxy/Answer Form or an equivalent proxy/voting instruction (in each case as written original or in scanned form and signed by the shareholder or its representative) must reach the Company's Share Register (areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, Switzerland, e-mail: [info@areg.ch](mailto:info@areg.ch)) no later than October 31, 2023, 11:59 a.m. CET. Proxy/Answer Forms or equivalent proxies/voting instructions arriving after that date will be disregarded.

Shareholders voting electronically must have submitted their proxy and voting instructions on the electronic voting platform (<https://dufry.netvote.ch>) no later than November 1, 2023, 11:59 a.m. CET.

Shareholders will only be able to cast their vote for the number of shares on October 23, 2023, 5:00 p.m. CEST, to the extent they still hold those shares on the start of trading on the SIX Swiss Exchange on November 2, 2023.

Please note that the shareholders do not need to attend the General Meeting in person to cast their vote and that they may be represented by:

- a) their proxy, who does not need to be a shareholder; or
- b) Altenburger Ltd legal + tax, Seestrasse 39, 8700 Küsnacht-Zürich, as Independent Voting Rights Representative.

The Independent Voting Rights Representative votes as instructed by the respective shareholder. To the extent shareholders do not provide specific voting instructions, they instruct, by signing the Proxy/Answer Form or submitting their voting instructions electronically, the Independent

Voting Rights Representative to exercise their voting rights in accordance with the proposal of the Board of Directors with regard to the item listed in this invitation. If new proposals or motions with respect to the agenda item set forth in this invitation are put forth before the General Meeting, they instruct, in the absence of other specific instructions, the Independent Voting Rights Representative to exercise their voting rights in accordance with the recommendation of the Board of Directors. To the extent the voting instructions are not clear, the shares will be deemed non-represented.

## Electronic Proxies and Instructions to the Independent Voting Rights Representative

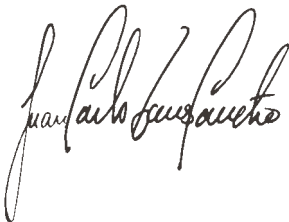
Shareholders may cast their votes online at <https://:dufry.netvote.ch> by issuing electronic authorizations and instructions to the Independent Voting Rights Representative. The necessary individual login data is enclosed with the meeting materials supplied to each shareholder. Shareholders have until November 1, 2023, 11:59 a.m. CET to vote electronically, or change any instructions they may have communicated electronically. Shareholders who voted electronically are then not permitted to cast their votes at the General Meeting in person, but can attend the General Meeting as guests.

## Language

The General Meeting will be held in English.

Basel, October 10, 2023

For the Board of Directors of Dufry AG



Juan Carlos Torres Carretero  
Chairman

### Enclosures:

- Proxy/Answer Form
- Return envelope to areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, Switzerland