

Invitation

to the Extraordinary General Meeting of Shareholders of

Dufry AG

The **Extraordinary General Meeting of Dufry AG will be held on October 6, 2020** at 14.00 hrs at the offices of Dufry AG at Brunngässlein 12, 4052 Basel, Switzerland.

The meeting will be held without the presence of shareholders based on Article 27 of the Ordinance 3 issued by the Swiss Federal Council on measures to prevent coronavirus (COVID-19) of June 19, 2020. The shareholders of Dufry AG may exercise their rights at the Extraordinary General Meeting **exclusively** through the Independent Voting Rights Representative. Please refer for details to “Documentation and Organizational Matters” below.

Agenda

1. Election of the Chair of the Extraordinary General Meeting

The Board of Directors **proposes** that Mr. Yves Gerster, Chief Financial Officer of the Company, be elected as chair of the Extraordinary General Meeting.

Explanations:

Article 9 para. 1 of the Articles of Incorporation of the Company provides that the Extraordinary General Meeting shall be chaired by the Chairman of the Board or, in his absence, by the Vice-Chairman of the Board or by another daily Chairman of the Meeting designated by the Meeting of Shareholders. Due to the current COVID-19 pandemic, no member of the Board of Directors will attend the Extraordinary General Meeting.

2. Ordinary Capital Increase

The Board of Directors **proposes** that an ordinary increase of the share capital of the Company from currently CHF 277,835,830 by up to CHF 125,000,000* to a maximum amount of up to CHF 402,835,830* through the issuance of up to 25,000,000* fully paid-in registered shares with a par value of CHF 5 each at an issue price of CHF 5 per share shall be resolved. The Board of Directors shall be authorized to determine the subscription price per share and the subscription ratio. The new shares to be issued shall be entitled to dividends for the fiscal year 2020. They shall have no privileges and rank *pari passu* with all issued shares of the Company. The contributions for the new shares to be issued shall be effected in cash. The transferability of the new shares to be issued shall be limited

in the same manner as applicable to the outstanding shares of the Company and in accordance with the provisions of the Articles of Incorporation of the Company. The shares to be issued are subject to the registration restrictions pursuant to Article 5 of the Articles of Incorporation.

The pre-emptive rights of the current shareholders of the Company shall be preserved. In order to effect the capital increase, a banking syndicate has agreed to subscribe to the new shares to be issued pursuant to an underwriting agreement and to offer them, on behalf of the Company, to the current shareholders. The Board of Directors shall be authorized to determine the further modalities for the exercise of the pre-emptive rights. Pre-emptive rights which are not exercised will be allocated in the interest of the Company to existing shareholders and/or third parties. The Board of Directors shall execute the capital increase and record the same with the competent commercial register within three months.

* On or before the date of the Extraordinary General Meeting, the Board of Directors may, depending on the market environment, make a downward adjustment of the maximum number of new shares to be issued, the maximum amount of the capital increase, and the resulting subscription ratio and accordingly submit an adjusted proposal for approval to the Extraordinary General Meeting. Alternatively, the Board of Directors shall be authorized to determine the final maximum number of new shares to be issued and the maximum amount of the capital increase shortly before the launch of the rights offering, which in such case shall be set at a number of new shares that is expected to result in gross proceeds to Dufry of at least CHF 500 million.

Explanations:

Capital Increase

On September 10, 2020, Dufry announced a capital increase targeting gross proceeds of approximately CHF 500 million. Depending on the market demand and environment, the targeted gross proceeds may be increased. The envisaged proceeds are planned to be used to finance the previously announced acquisition of all remaining equity interest in Hudson Ltd. (see below) and for general corporate purposes.

*The shares to be newly issued and offered in the rights offering (the **Offered Shares**) will in first priority be made available to existing shareholders on a pro rata basis, subject to certain legal limitations based on residency. Offered Shares not taken up by existing shareholders (the **Rump Shares**) will in first priority be offered to funds managed by Advent International Corporation or its affiliates (**Advent International**). Any shares not purchased by Advent International may be offered to other potential commitment investors and to the market by way of a public offering in Switzerland and private placements in certain jurisdictions outside Switzerland in compliance with applicable securities laws (the **International Offering**). The rights will not be tradable, but are transferable.*

The offer price for the Offered Shares will be determined by Dufry together with the banking syndicate participating in the offering in a bookbuilding procedure on the basis of the number of Offered Shares for which rights have been exercised, investor demand in the International Offering including the commitment of Advent International and potential additional commitment investors, the market price of the existing shares of Dufry, and general market conditions. The final terms of the rights offering are expected to be determined and communicated in due course.

*Dufry has secured an equity investment commitment from Advent International of up to CHF 415 million in the form of a commitment to purchase Rump Shares in priority to other investors in the International Offering (the **Commitment Shares**). Advent International has committed to purchase the Commitment Shares at a fixed subscription price of CHF 28.50, even if the offer price determined in the bookbuilding procedure is below CHF 28.50. If the offer price so determined is above CHF 28.50, Advent International's commitment is no longer valid and it has no obligation to purchase Commitment Shares. Advent International has further agreed to a lock-up period of six months following the first day of trading of the Offered Shares. Advent International has confirmed that it currently has no intention to acquire a controlling stake in Dufry. Immediately following the closing of the rights offering, Advent International's stake in Dufry will in no event exceed 19.99%.*

Hudson Acquisition

On August 19, 2020, Dufry announced that it had entered into a definitive agreement with its fully consolidated subsidiary Hudson Ltd. pursuant to which Dufry would acquire all the equity interests in Hudson it does not already own for USD 7.70 in cash per Hudson Class A share. The transaction will be structured as a merger, subject to the laws of Bermuda. Upon completion of the merger, Hudson will be delisted from the New York Stock Exchange. The delisting of Hudson is part of Dufry's current re-organization and is intended to further simplify its corporate structure and align its operations to the new business environment. Dufry expects to realize annual cost savings of at least CHF 20 million, thereby further supporting its comprehensive set of already announced cost saving measures, and to improve cash flows going forward.

The merger agreement with Hudson provides that Dufry, subject to certain conditions, shall pay to Hudson a termination fee of USD 6 million or USD 12 million, respectively, if the merger is not consummated by December 18, 2020 or April 18, 2021, respectively, including due to a failure of Dufry to receive approval from its shareholders for the proposed capital increase.

3. Amendment of the Articles of Incorporation regarding the Maximum Size of the Board of Directors

The Board of Directors **proposes** to increase the maximum size of the Board of Directors from nine to eleven members and to amend Article 13 para. 1 of the Articles of Incorporation according to the following wording (the proposed amendments are underlined):

Article 13: Election, Constitution

¹ The Board of Directors shall consist of at least three and at most eleven members.

Artikel 13: Wahl, Konstituierung

¹ Der Verwaltungsrat besteht aus mindestens drei und höchstens elf Mitgliedern.

Explanations:

In connection with the equity investment commitment by Advent International, the Company agreed to propose to this Extraordinary General Meeting to (i) increase the maximum size of the Board of Directors from currently nine to eleven members and (ii) elect Mr. Ranjan Sen to the Board of Directors (see agenda item 4).

4. Election of Mr. Ranjan Sen as Member of the Board of Directors

The Board of Directors **proposes** that Mr. Ranjan Sen be elected as a member of the Board of Directors for a term of office extending until completion of the next Ordinary General Meeting.

Curriculum Vitae of Mr. Ranjan Sen

Born 1969, German citizen. Ranjan Sen studied for two years at the European Business School and graduated with a degree in Business Administration from the Richmond University in London. At Advent International, Ranjan Sen is a Managing Partner and a member of the European and Asian Investment Advisory Committee and Head of its German office. He has significant experience in the retail and consumer sector, having advised on numerous investments in this sector throughout his more than 15 years' career with Advent International. Previously, Ranjan Sen worked at DB Capital Partners, the private equity arm of Deutsche Bank, and at UBS Capital.

Explanations:

The proposal of the Board of Directors for this agenda item 4 is subject to the approval of the increase of the maximum size of the Board of Directors by this Extraordinary General Meeting proposed under agenda item 3 (see the explanations to agenda item 3 for more information).

5. Deletion of Section X. "Contribution in Kind" and Article 30 of the Articles of Incorporation

The Board of Directors **proposes** to delete Section X. "Contribution in Kind" and Article 30 of the Articles of Incorporation.

Explanations:

Pursuant to Art. 628 para. 4 of the Swiss Code of Obligations, provisions disclosing contributions in kind may be deleted from a company's articles of incorporation after ten years. This ten year time period has elapsed with respect to Section X. "Contribution in Kind" and Article 30 of the Articles of Incorporation of Dufry AG, which can therefore be deleted.

Documentation and Organizational Matters

Documentation

This invitation to the Extraordinary General Meeting of Shareholders, the agenda and the proposals of the Board of Directors will be mailed to the duly registered shareholders of the Company.

Registration and Participation at the Extraordinary General Meeting

Only shareholders entered in the share register of the Company with the right to vote on September 23, 2020 will be entitled to vote in the Extraordinary General Meeting. **Shareholders will not be able to personally participate at the Extraordinary General Meeting and will only be able to cast their votes in the manner outlined below. Accordingly, no admission cards will be sent to shareholders.**

Shareholders may cast their votes exclusively through Altenburger Ltd legal + tax, Seestrasse 39, 8700 Küsnacht-Zürich, Switzerland, as Independent Voting Rights Representative by either using the Proxy/Answer Form or an equivalent proxy/voting instruction or by voting electronically in advance, as follows:

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) no later than October 2, 2020. 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 (www.netvote.ch/dufry) no later than October 4, 2020, 11:59 p.m. CEST. The login data is included in the Extraordinary General Meeting materials provided to each shareholder.

Shareholders will only be able to cast their vote for the number of shares held on September 23, 2020 to the extent they still hold those shares on the start of trading on the SIX Swiss Exchange on October 5, 2020.

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 items listed in this invitation. If new proposals or motions with respect to agenda items set forth in this invitation are put forth before the Extraordinary 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.

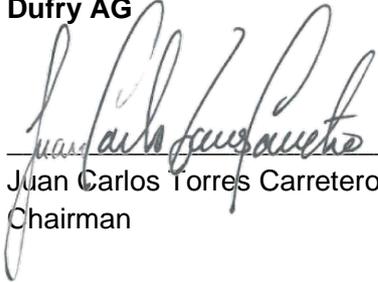
Language

The Extraordinary General Meeting will be held in English.

Basel, September 11, 2020

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, CH-4614 Hägendorf, Switzerland