

News Release

Basel, August 19, 2020

Dufry plans to acquire all remaining equity interest in Hudson and to delist Hudson from the New York Stock Exchange

Dufry AG (SIX: DUFN) (“Dufry”) and Hudson Ltd. (NYSE: HUD) (“Hudson”) announced today that they have entered into a definitive agreement 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”). Upon completion of the Transaction 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.

Dufry intends to finance the proposed Transaction through an equity capital increase by way of a rights issue upon approval of Dufry’s shareholders at an extraordinary general meeting. The Transaction has been fully underwritten by a bank consortium.

The Transaction has been unanimously approved and recommended by the Board of Directors of Dufry and a special committee of independent directors of Hudson, as well as the Board of Directors of Hudson.

Julian Diaz, Dufry CEO, commented: “The delisting of Hudson is an important part of our re-organization. It is expected to allow Dufry to realize considerable cost savings, both through synergies generated by simplifying our organizational structure and operating processes as well as by eliminating the costs and complexities of the separate listing. The stronger integration will further accelerate the decision-making process by adding more flexibility and efficiency to our business.

The delisting of Hudson emphasizes the strategic importance of the North American business for the overall Dufry Group and the integration of the duty-free and duty-paid businesses globally, with the Hudson convenience stores being an established brand across our operations worldwide. We will continue with the successful execution of our strategy for the North American travel retail market, which focusses on operating duty-free and duty-paid convenience shops, as well as the further penetration of the food & beverage market. The closer alignment with headquarters and with other global operations will support the North American business during the recovery period, and the fast implementation of the full re-organization will help Dufry to focus the business on the re-opening and growth acceleration.”

Strategic Rationale and Financial Highlights

The delisting and full re-integration of Hudson is expected to further reduce operating complexity, simplify governance and unlock synergies, while also eliminating costs associated with Hudson’s separate listing at the New York Stock Exchange and related regulatory requirements, which are no longer justified in light of the limited trading liquidity of Hudson and the changed business environment due to the Covid-19 pandemic.

The Transaction is expected to result in annual cost savings of at least CHF 20 million for Dufry, thereby further supporting the comprehensive set of cost saving and cash flow management measures that have already been announced by Dufry.

Hudson's ability to implement its current strategy will not be impacted by the delisting, which is expected to strengthen both Dufry's and Hudson's position in the changed business environment, and will reinforce the Group's competitive positioning in the longer term.

Structure and Terms

Dufry will acquire all the equity interests in Hudson it does not already own and thereby increase its equity ownership position in Hudson from 57.4% at present to 100% following the completion of the proposed transaction. Upon completion of the Transaction, Hudson will become an indirect wholly owned subsidiary of Dufry and will be delisted from the New York Stock Exchange.

In connection with the Transaction, Hudson shareholders will receive USD 7.70 per Hudson Class A share in cash, without interest, corresponding to a total purchase price of approximately USD 311 million for the shares not already owned by Dufry. The price represents a premium of 50.1% to Hudson's closing share price as of August 18, 2020.

The terms of the Transaction were negotiated, unanimously recommended and approved by a special committee of independent directors of Hudson. The Hudson special committee was advised by independent financial and legal advisors. In addition, the Board of Directors of Hudson, and the Board of Directors of Dufry, approved the transaction.

Dufry intends to finance the Transaction through an equity capital increase by way of a rights issue, which has been fully underwritten by a bank consortium. Dufry will call an extraordinary general meeting in due course to seek the relevant approval from its shareholders to create the required share capital for the rights issue.

The Transaction will be structured as a merger, subject to the laws of Bermuda, whereby Hudson will be merged with a wholly owned, Bermuda-incorporated subsidiary of Dufry, with Hudson surviving the merger as an indirect wholly owned subsidiary of Dufry. The Transaction is expected to close in the fourth quarter of 2020, and is subject to the approval by the holders of a majority of Hudson's outstanding common shares present at a shareholder meeting of Hudson to be convened in due course. The Transaction is conditioned upon the successful completion of the rights offering by Dufry resulting in net proceeds sufficient to finance the Transaction, the requisite lender consent under Dufry's existing multicurrency term and revolving credit facilities as well as other customary closing conditions.

UBS Investment Bank is acting as exclusive financial advisor and Davis Polk & Wardwell LLP, Homburger AG and Appleby are acting as legal advisors to Dufry.

For further information please click [here](#).

For further information, please contact:

Dr. Kristin Köhler
Global Head Investor Relations
Phone: +41 61 266 44 22
Mobile: +41 79 563 18 09
kristin.koehler@dufry.com

Renzo Radice
Global Head Corporate Communications
& Public Affairs
Phone : +41 61 266 44 19
Mobile: +41 79 461 23 34
renzo.radice@dufry.com

Dufry Group – A leading global travel retailer

Dufry AG (SIX: DUFN) is the leading global travel retailer operating over 2,400 duty-free and duty-paid shops in airports, cruise lines, seaports, railway stations and downtown tourist areas, in more than 420 locations in 65 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 Hudson

Hudson, a Dufry Company, is a travel experience company turning the world of travel into a world of opportunity by being the Traveler's Best Friend in more than 1,000 stores in airport, commuter hub, landmark, and tourist locations. Our team members care for travelers as friends at our travel convenience, specialty retail, duty free and food and beverage destinations. At the intersection of travel and retail, we partner with landlords and vendors, and take innovative, commercial approaches to deliver exceptional value. To learn more about how we can make your location a travel destination, please visit us at www.hudsongroup.com.



SOS CHILDREN'S VILLAGES

Social Responsibility

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

Legal disclaimer

This press release is for information purposes only and is not intended to constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States of America, Australia, Canada, Japan, or any other jurisdiction. The securities mentioned herein have not been and will not be registered under the U.S. Securities Act of 1933 ("Securities Act") and may not be offered or sold within the United States of America except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offering of any of Dufry's securities in the United States of America or in any other jurisdiction.

The offers referred to herein, when made in member states of the European Economic Area ("EEA") and the United Kingdom, is only addressed to and directed to "qualified investors" within the meaning of Article 2(e) the Prospectus Regulation ("Qualified Investors"). For these purposes, the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, and includes any relevant delegated regulations.

If located in a relevant state, each person who initially acquires any securities, and to the extent applicable any funds on behalf of which such person acquires such securities that are located in a relevant state, or to whom any offer of

securities may be made will be deemed to have represented, acknowledged and agreed that it is a Qualified Investor as defined above.

For readers in the United Kingdom, this announcement is only being distributed to and is only directed at Qualified Investors who are (i) outside the United Kingdom or (ii) investment professionals falling within Article 19(5) ("Investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) certain high value persons and entities who fall within Article 49(2)(a) to (d) ("High net worth companies, unincorporated associations etc.") of the Order; or (iv) any other person to whom it may lawfully be communicated (all such persons in (i) to (iv) together being referred to as "relevant persons").

This document is not an offer to sell or a solicitation of offers to purchase or subscribe for shares. This document is (i) not a prospectus within the meaning of article 652a of the Swiss Code of Obligations, (ii) not a listing prospectus as defined in articles 27 et seqq. of the listing rules of the SIX Swiss Exchange AG or of any other stock exchange or regulated trading venue in Switzerland, (iii) not a prospectus within the meaning of the Swiss Financial Services Act and (iv) not a prospectus under any other applicable laws.

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.