

Media Release

Basel, April 23, 2020

Dufry announces the launch of a placement of shares by way of an accelerated bookbuilding and the offering of approximately CHF 300 million convertible bonds

Share placement

Dufry AG ("**Dufry**" or the "**Company**") launches the placement of up to 5,000,000 newly issued shares (the "**New Shares**"), sourced from existing authorized capital excluding the existing shareholders' pre-emptive rights, and up to 500,000 treasury shares (the "**Treasury Shares**" and together with the New Shares, the "**Shares**") via an accelerated bookbuilding. As a result, Dufry's share capital will increase by 9.9%.

The issue price will be determined via an accelerated bookbuilding process and the Shares to be placed will be offered exclusively to professional investors in Switzerland (via private placement), outside of Switzerland and the United States to institutional investors (in reliance on Regulation S under the U.S. Securities Act) and in the United States to qualified institutional buyers (in reliance on Rule 144A under the U.S. Securities Act) (the "**Share Placement**"). The placement price of the Shares will be announced upon completion of the bookbuilding process, which is expected later today.

The New Shares are expected to be listed and admitted to trading on SIX Swiss Exchange on April 27, 2020.

Convertible bond

Dufry launches the placement of senior bonds with an aggregate principal amount of approximately CHF 300 million due 2023 and conditionally convertible into shares of the Company (the "**Convertible Bonds**"). The Convertible Bonds will be issued by Dufry One B.V., a subsidiary of the Company, and be guaranteed by the Company. The shares to be delivered upon conversion of the Convertible Bonds will be sourced from conditional capital or from existing shares. For this purpose, the Board of Directors will be seeking shareholders' approval at the next ordinary general meeting, scheduled for May 18, 2020, for the creation of conditional capital sufficient to enable the physical settlement of the Convertible Bonds upon conversion. If shareholder approval for the creation of conditional capital is not passed and registered before August 4, 2020, the Convertible Bonds will be redeemed in cash at the greater of 102% of the principal amount and 102% of the fair market value of the Convertible Bonds, plus accrued but unpaid interest, and otherwise in accordance with their terms.

The Convertible Bonds will be issued at par with a denomination of CHF 200,000 and are expected to carry a coupon between 1.00-1.50%, payable semi-annually. Unless previously converted, redeemed, or re-purchased and cancelled, the Convertible Bonds will be redeemed at par at maturity on May 4, 2023.

The Convertible Bonds will be convertible into shares of the Company at an initial price expected to be set at a premium between 15-20% over the reference share price which is expected to be equal to the offer price determined in the concurrent placement of the New Shares and the Treasury Shares and delta hedging transactions of individual convertible notes investors. The number of shares sold on behalf of delta hedging investors is estimated to be no more than c. 3 million shares.

Dufry may redeem the Convertible Bonds at par, plus accrued interest (if any):

- No earlier than 21 calendar days after the second anniversary of the closing date, if the volume-weighted average price of the shares is at least 130% of the conversion price on at least 20 out of 30 consecutive trading days; or
- At any time, if less than 15% of the aggregate principal amount of the bonds is outstanding

The two transactions have received very strong interest from existing shareholders as well as potential new investors. In addition, and as announced previously, Members of the Board of Directors and Management plan to participate in the Share Placement with a meaningful amount.

Dufry agreed to a lock-up period of 180 days following closing of the Share Placement and Convertible Bonds issuance, subject to customary exceptions and waiver by the Joint Global Coordinators.

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

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 the Company'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.

The offers of the Shares and the Convertible Bonds will be made pursuant to exemptions under the Prospectus Regulation from the requirement to produce a prospectus in connection with offers of securities.

*Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Shares has led to the conclusion that: (i) the target market for the Shares is retail investors, eligible counterparties and professional clients, each as defined in Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments (as amended, "**MiFID II**") and (ii) all channels for distribution of the Shares to retail investors, eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Shares (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for*

undertaking its own target market assessment in respect of the Shares (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

*Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Convertible Bonds has led to the conclusion that: (i) the target market for the Convertible Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Convertible Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Convertible Bonds (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Convertible Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.*

*The Convertible Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA and the United Kingdom. For these purposes, a retail investor means a person who is a retail client as defined in point (11) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRiIPs Regulation**") for offering or selling the Convertible Bonds or otherwise making them available to retail investors in the EEA or the United Kingdom has been prepared and therefore offering or selling the Convertible Bonds or otherwise making them available to any retail investor in the EEA or the United Kingdom may be unlawful under the PRiIPs Regulation.*

*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**"). The Shares and the Convertible Bonds are expected to only be available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Shares and the Convertible Bonds will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.*

This press release does not constitute a prospectus as such term is understood pursuant to Swiss Financial Services Act.

This press release may contain certain forward-looking statements relating to the Company and its business. Such statements involve certain risks, uncertainties and other factors which could cause the actual results, financial condition, performance or achievements of the Company 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. The Company disclaims any obligation to update any such forward-looking statements.

The Managers are acting exclusively for the Company and no-one else in connection with the offerings. They will not regard any other person as their respective clients in relation to the offerings and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the offerings, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the offerings, the Managers and any of their affiliates may take up a portion of the Shares or Convertible Bonds in the offerings and/or may acquire securities as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and

Convertible Bonds and other securities of the Company or its group or related investments in connection with the offerings or otherwise. In addition the Managers and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold or dispose of Shares, Convertible Bonds and/or other securities or derivate positions in such securities. The Managers and their affiliates do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Managers or any of their respective directors, officers, employees, affiliates, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

For further information please contact:

Renzo Radice
Corporate Communications & Investor Relations
Phone: +41 61 266 44 19
renzo.radice@dufry.com

Sara Lizi
Investor Relations Americas &
Communications Div. 4
Phone: +55 21 2157 9901
sara.lizi@br.dufry.com

Karen Sharpes
Global Media &
Events
Phone: +44 0 208 624 4326
karen.sharpes@dufry.com

Dufry Group – A leading global travel retailer

Dufry AG (SIX: DUFN) is a leading global travel retailer with over 2,400 duty-free and duty-paid shops in airports, cruise lines, seaports, railway stations and downtown tourist areas.

The Company, headquartered in Basel, Switzerland, operates in 65 countries in all six continents.



**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.