

REMUNERATION REPORT

DEAR SHARE- HOLDERS

In the name of the Board of Directors and the Remuneration Committee, I am pleased to introduce the 2021 Remuneration Report.

2021 was a very demanding year for the travel retail and tourism industry, as the COVID-19 pandemic continued to show its negative effects in terms of travel restrictions and limitations around the world. As reported by our CEO and CFO in their letters, we saw gradual improvements in the business environment during the first half of the year, and a strong re-bounce of travel, predominantly in the Western hemisphere, during the second half. Across the entire company, our teams have shown a remarkable performance and strong commitment to Dufrey enabling us to reopen shop-by-shop and to safeguard our leadership position in global travel retail despite the ongoing challenges.

Dufrey was able to increase turnover by 53.2% compared to 2020, organically reaching a level of 46.5% of pre-crisis 2019. Equity Free Cash Flow strongly improved and amounted to CHF -33.4 million in total for the year 2021, significantly better than expected and achieved through cost savings and continued tight cash management. Overall savings for full year 2021 amounted to CHF 1,919.7 million consisting of MAG reliefs, personnel and other expense savings. We are prepared to take full advantage of the expected recovery in traveling and travel retail during 2022 and beyond.

In this Remuneration Report, we outline our current remuneration policies and the decisions made in relation to the 2021 compensation of the Board of Directors and the Global Executive Committee.

At the 2021 General Meeting of Shareholders, two binding votes on the aggregate maximum remuneration amount for the Board of Directors and for the Global Executive Committee as well as a consultative

vote on the Remuneration Report were conducted, so that shareholders could express their opinion on our remuneration programs and principles. While the shareholders approved the remuneration amounts for the Board of Directors and for the Global Executive Committee with a voting result of 86.57% and 88.74% respectively, the consultative vote on the Remuneration Report was approved with a rate of 63.65% only. Following this result, the company reached out to investors and proxy advisors to understand and address their concerns. Further details on the outcomes of this dialogue are included in this report.

The Remuneration Committee focused its activities during fiscal year 2021 on the annual review of the remuneration programs for the Board of Directors and the Global Executive Committee, the performance objective setting for the incentive plans and their performance assessment. In addition, the Remuneration Committee reviewed the remuneration for each member of the Board of Directors and of the Global Executive Committee, as well as the Remuneration Report and the voting proposals on remuneration to the General Meeting of Shareholders. Furthermore, in 2021 and early 2022, the Remuneration Committee discussed how to include Environmental, Social and Governance (ESG) topics into the compensation structure of the Global Executive Committee going forward. ESG targets should be rigorously aligned with Dufrey's overall strategy, long-term oriented, measurable, and any compensation should be strictly linked to achievement of the ESG targets. An additional discussion by the Remuneration Committee was on the possible introduction of a relative Total Shareholder Return (TSR) metric. Final work needs to be done and decisions taken on both matters, but the Remuneration Committee and the Board of Directors intend to introduce such additional measures to the long-term incentive for the Global Executive Committee in 2022.

To improve the performance alignment of our executive remuneration framework in these challenging times and also take account of shareholder feedback, several changes to the remuneration programs were implemented in fiscal year 2021:

- In order to reflect the short-term priorities of the Group navigating through the Covid-19 pandemic, the performance objectives for the annual bonus of the Global Executive Committee focus on the Group turnover, with a 50 % weighting, and the Group cost savings, with a 50 % weighting, similar to fiscal year 2020. The respective targets were set at the beginning of the fiscal years;
- In order to foster the long-term commitment and pay-for-performance alignment of our executives, a grant of performance share units (PSU) was awarded in the reporting year (unlike in the previous year, when the PSU plan was suspended for the one-year period 2020 and no PSU were granted). The vesting of those performance share units is conditional upon the achievement of two performance conditions: Cumulative Adjusted EPS with a 50 % weighting and Cumulative Equity Free Cash Flow with a 50 % weighting. Those objectives reflect the mid- and long-term priorities of the Group. The three-year performance period of the PSU remained unchanged compared with earlier PSU plans;
- Regular basic salary payments in fiscal year 2021 compared to a 30 % voluntary salary reduction for the period April to June 2020. A single member of the Global Executive Committee (not the CEO) received a pre-defined basic salary increase in 2021 related to the increase in experience and responsibility. All other members of the Global Executive Committee did not receive any basic salary increase in the reporting year.

Furthermore, the fees for the Chairs of Board Committees were raised for the first time in the last seven

years to compensate for the additional workload of the Chairpersons and the increasing complexities in the committee work.

As in previous years, we will submit the Remuneration Report 2021 for a consultative vote at our Annual Shareholders' Meeting on May 17, 2021.

On behalf of the Remuneration Committee and the entire Board of Directors, I would like to thank you for your continued contributions, your trust in Dufrey and in our long-term strategy and I trust that you will find this report informative.

Yours sincerely,



Luis Maroto Camino
Chairman of the Remuneration Committee

REMUNERATION AT A GLANCE

SUMMARY OF REMUNERATION SYSTEM FOR FISCAL YEAR 2021 BOARD OF DIRECTORS

In order to ensure their independence in performing their supervisory function, non-executive members of the Board of Directors receive a fixed remuneration in cash only.

BOARD FEES (GROSS):	(TCHF)
Chairman of the Board	2,010.5
Board member	250.0
ADDITIONAL FEES (GROSS):	(TCHF)
Lead Independent Director	100.0
ESG responsibility	100.0
Chair Audit Committee	100.0
Chair Remuneration or Nomination Committee	75.0
Committee member	50.0

The executive Chairman of the Board of Directors may receive an annual bonus based on performance criteria and capped at 130% of his fixed fee.

SUMMARY OF REMUNERATION SYSTEM FOR FISCAL YEAR 2021 GLOBAL EXECUTIVE COMMITTEE

The remuneration of the Global Executive Committee consists of fixed and variable elements. Basic salary and other benefits form the fixed remuneration.

Variable remuneration drives and rewards best-in-class performance based on ambitious and stretched targets. It consists of an annual cash bonus and a grant of performance share units (PSU).

Basic salary	Pay for the position
Benefits	Covers retirement, death and disability risks, allowances in kind
Annual cash bonus	Drive and reward annual performance
PSU plan	Drive and reward long-term performance, align with shareholders' interests, 3-years performance period

Remuneration policy and principles

In order to ensure the company's sustainable success, it is critical to attract, develop and retain the right talents. Dufrey's remuneration programs are designed to support this fundamental objective and are based on the following principles:

- Pay for performance;
- Shareholder interests;
- Competitiveness;
- Transparency.

REMUNERATION FOR FISCAL YEAR 2021 BOARD OF DIRECTORS

The remuneration awarded to the Board of Directors for fiscal year 2021 is within the limits approved at the 2020 and 2021 Annual General Meetings of Shareholders (AGM).

REMUNERATION PERIOD	APPROVED BY AGM (TCHF)	TOTAL COMPENSATION* (TCHF)
AGM 2020 – AGM 2021	8,500.0	7,179.8
AGM 2021 – AGM 2022	8,500.0	7,761.3

* Reconciled between reported Board compensation for fiscal years 2020 and 2021 and corresponding compensation from one Annual General Meeting of Shareholders to the next.

REMUNERATION FOR FISCAL YEAR 2021 GLOBAL EXECUTIVE COMMITTEE

The remuneration awarded to the Global Executive Committee for fiscal year 2021 is within the limits approved at the 2020 Annual General Meeting of Shareholders.

REMUNERATION PERIOD	APPROVED BY AGM (TCHF)	TOTAL COMPENSATION (TCHF)
Fiscal year 2021	34,000.0	21,310.3

Annual bonus for fiscal year 2021

130% of target: The total combined performance ratio for the two targets Turnover and Cost savings was 141%, leading to the annual bonus being capped at the maximum payout of 130%.

PSU grant and vesting in fiscal year 2021

The grant value of the PSU awarded in 2021 amounts to 26% of the total compensation for FY 2021.

The PSU awarded in FY 2019 will not vest in May 2022, as the minimum performance threshold was not achieved.

Remuneration governance

- Authority for decisions related to remuneration are governed by the Articles of Incorporation and the Board Regulations of Dufrey AG.
- The maximum aggregate amounts of remuneration of the Board of Directors and of the Global Executive Committee are subject to binding votes at the AGM.
- In addition, the Remuneration Report for the preceding period is subject to a consultative vote at the AGM.
- The Board of Directors is supported by the Remuneration Committee in preparing all remuneration-related decisions regarding the Board of Directors and the Global Executive Committee.

INTRODUCTION

The long-term success of Dufrey depends on our ability to attract, motivate and retain outstanding individuals who will ensure that we can further expand our global market leadership position in travel retail over the next years, remain a strong company with a sound balance sheet and cash flows, be a reliable employer, and offer good and fair working environments for our staff.

In order to achieve these goals, we continue to provide appropriate and competitive remuneration to all our employees and to support their development and working careers. Our executive compensation system is aligned with the strategy of being a high-performance organization and takes into account the short-term and long-term objectives of our business. Dufrey operates a short-term annual bonus and a long-term incentive plan with a set of pre-defined performance targets for each.

The current Remuneration Report describes our remuneration principles and programs, as well as the governance framework related to the remuneration of the Board of Directors and of the Global Executive Committee. The report also provides information on the remuneration paid to the members of the Board of Directors and the Global Executive Committee for fiscal year 2021. The report is prepared in accordance with Articles 13 - 17 of the Ordinance against excessive Compensation (OaeC) in Listed Stock Corporations, item 5 of the Annex to the Corporate Governance Directive (DCG) of SIX Exchange Regulation governing disclosure of remuneration systems and remuneration paid to members of the Board of Directors and the Global Executive Committee, and the principles of the Swiss Code of Best Practice for Corporate Governance of *economiesuisse*.

The Remuneration Report will be submitted to the General Meeting of Shareholders on May 17, 2022 for a consultative vote.

REMUNERATION GOVERNANCE

ARTICLES OF INCORPORATION AND SHAREHOLDERS

Dufrey's Articles of Incorporation contain specific provisions on remuneration. The Articles of Incorporation, and any amendments thereof, are subject to approval by the General Meeting of Shareholders. The remuneration provisions include rules concerning the election, the constitution and the powers of the Remuneration Committee (Art. 17 and 18); the approval of remuneration by the General Meeting of Shareholders (Art. 20); the supplementary amount in case of changes on the Global Executive Committee (Art. 21); the general remuneration principles (Art. 22); the agreements with members of the Board of Directors and of the Global Executive Committee (Art. 23); as well as the maximum number of mandates outside the company that a member of the Board of Directors or of the Global Executive Committee may hold (Art. 24 and 25). The Articles of Incorporation are available on the Company website under:

www.dufrey.com/en/investors/corporate-governance page section "Featured downloads - Articles of Incorporation".

Pursuant to Dufrey's Articles of Incorporation, the General Meeting of Shareholders has to approve the proposal of the Board of Directors in relation to the maximum aggregate amounts of remuneration of the Board of Directors for the period until the next Annual General Meeting of Shareholders and of the Global Executive Committee for the following fiscal year. The votes on these maximum aggregate amounts of remuneration have a binding effect. Thereafter, the decision authority on the individual remuneration of the members of the Board of Directors and of the Global Executive Committee (within the limits approved by the General Meeting of Shareholders) is with the Board of Directors. In addition, the Remuneration Report is submitted to the Annual General Meeting of Shareholders for an advisory vote on a yearly basis, so that shareholders can express their opinion on the remuneration policy and programs.

Following the rather low 63.65% approval rate of the Remuneration Report 2020 at the Annual General Meeting of Shareholders 2021, the company reached out to investors and proxy advisors to understand and address their concerns on the remuneration policy and programs.

REMUNERATION COMMITTEE

MEMBER OF THE BOARD OF DIRECTORS	ELECTED BOARD MEMBER SINCE	IN THE REMUNERATION COMMITTEE SINCE
Luis Maroto Camino	2019	Annual General Meeting 2021
Steven Tadler ¹	2018	Annual General Meeting 2021 until August 2021
Eugenia M. Ulasewicz	2021	Annual General Meeting 2021
Joaquín Moja-Angeler Cabrera ¹	2021	August 2021

¹ Mr. Moya-Angeler Cabrera replaced Mr. Tadler in the Remuneration Committee as of August 2021.

Dufry's response to the stakeholders' feedback includes:

- A simplified disclosure within the Remuneration Report and additional relevant information.
- To provide a more detailed performance assessment ex-post for the annual bonus and the vesting of the performance share units (PSU) plan. The performance targets used in the incentives of the Global Executive Committee are a commercially sensitive information, and as such, are not disclosed.
- To base the annual bonus solely on pre-defined financial targets (performance objectives in 2021 are Turnover and Cost savings).
- To well balance between short-term and long-term remuneration, taking into account that PSU were granted and the fact that no grant of PSU was done for fiscal year 2020.
- PSU plan with two different performance conditions (cumulative adjusted EPS and cumulative Equity Free Cash Flow).

BOARD OF DIRECTORS AND REMUNERATION COMMITTEE

Based on Dufry's Articles of Incorporation and applicable law, the Board of Directors has the overall responsibility for defining the remuneration policy of the Group, as well as the general terms and conditions of employment for members of the Global Executive Committee. It approves the individual remuneration of the members of the Board of Directors and the Global Executive Committee (within the limits approved by the General Meeting of Shareholders).

The Remuneration Committee, which consists of three non-executive independent members of the Board of Directors, supports the Board of Directors in fulfilling all remuneration related duties. The General Meeting of Shareholders held on May 18, 2021, elected Ms. Eugenia

M. Ulasewicz, Mr. Steven Tadler and Mr. Luis Maroto Camino (all individually elected) as members of the Remuneration Committee for a term of office until completion of the next Annual General Meeting of Shareholders in 2022. Luis Maroto Camino was appointed as Chairman of the Remuneration Committee. In August 2021, the Board of Directors appointed Mr. Joaquín Moya-Angeler Cabrera as member of the Remuneration Committee, to replace Mr. Tadler.

The Remuneration Committee has the following powers and duties:

- Review and assess the remuneration system of the Company and the Group (including the management incentive plans) and make proposals in connection thereto to the Board of Directors;
- Make recommendations regarding the proposals of the Board of Directors for the maximum aggregate amount of compensation of the Board of Directors and the Global Executive Committee to be submitted to the Annual General Meeting of Shareholders for approval;
- Make proposals in relation to the remuneration package of the Group CEO and the members of the Board of Directors;
- Make proposals on the grant of options or other securities under any management incentive plan of the Company;
- Review and recommend to the Board of Directors the remuneration report.

The Remuneration Committee discusses the annual compensation of the members of the Board of Directors (board fees, committee fees, target bonus for the Chairman) in separate meetings. The Chairman of the Board of Directors and the Chief Executive Officer usually participate in these meetings without any voting rights and they leave the room when their own compensation is discussed. The Remuneration Committee submits its proposals to the full Board of Directors an-

DECISION AUTHORITIES

LEVELS OF AUTHORITY	CEO	REMUNERATION COMMITTEE	BOARD OF DIRECTORS	AGM
Remuneration policy and principles		Proposes	Approves	
Maximum aggregate remuneration amount for the Board of Directors		Proposes	Reviews and proposes	Approves (binding vote)
Remuneration of the Board Chairman		Proposes	Approves*	
Individual remuneration of the Board members		Proposes	Approves*	
Maximum aggregate remuneration amount for the Global Executive Committee		Proposes	Reviews and proposes	Approves (binding vote)
Remuneration of the CEO		Proposes	Approves*	
Individual remuneration of the other members of the Global Executive Committee	Proposes to Remuneration Committee	Proposes to Board of Directors	Approves*	
Remuneration Report		Proposes	Approves	Consultative vote

* Within the overall limits approved by the Annual General Meeting of Shareholders.

nually and the Board of Directors decides collectively on the remuneration of its members with all Board members being present during the discussion.

The Remuneration Committee annually reviews and proposes for approval to the Board of Directors the remuneration for the members of the Global Executive Committee, other than the CEO upon proposal by the CEO. The CEO's remuneration is determined by the Remuneration Committee and submitted to the full Board of Directors for approval.

The Remuneration Committee meets as often as business requires but at least four times annually. The Chairman of the Remuneration Committee reports to the Board of Directors after each meeting on the activities of the committee. The minutes of the committee meetings are made available to all members of the Board of Directors.

In the reporting year, the Remuneration Committee held 7 meetings. The duration of the meetings ranged from two to three hours. The members of the Remuneration Committee (except Mr. Tadler) attended all meetings in fiscal year 2021.

The Remuneration Committee may decide to consult external advisors. In fiscal year 2021, Homburger AG and PricewaterhouseCoopers AG (PwC) were consulted for specific remuneration matters. Other divisions of PwC provided services as Tax and HR advisors for other internal projects.

For further details regarding the responsibilities of the Remuneration Committee and the meetings held in fiscal year 2021 please refer to section 3.5 Internal Organizational Structure of the Corporate Governance Report.

METHOD FOR DETERMINING REMUNERATION AND BENCHMARKING

Dufrey reviews the remuneration of the Global Executive Committee members annually to ensure that it remains competitive to attract and retain talent in the evolving context in which the company operates. The last benchmarking analysis on the remuneration of the Global Executive Committee members was conducted with PwC in fiscal year 2021, using third party remuneration survey data and disclosed information from other Swiss listed companies. The peer group for compensation benchmarking has been selected considering factors such as Swiss listing, geographic spread of the business, demographic size of employee base and complexity of the industry. The list of companies in 2021 included ABB, Adecco, Barry Callebaut, Clariant, Ems-Chemie, Geberit, Georg Fischer, Lafarge Holcim, Lindt, Lonza, Nestlé, Novartis, Richemont, Roche, Sika, Sonova, Straumann, Swatch Group and Swisscom. The peers remained the same as in 2020 and 2019, as Dufrey considers the selected comparison criteria still valid going forward.

REMUNERATION OF THE BOARD OF DIRECTORS

REMUNERATION PRINCIPLES

The remuneration of the members of the Board of Directors is set to attract and retain highly qualified individuals to serve on the Board of Directors. The Board of Directors determines the amount of remuneration of its members, taking into account their responsibilities, experience and the time they invest in their activity as members of the Board of Directors.

REMUNERATION SYSTEM

Non-executive board members

To guarantee their independence in exercising their supervisory duties, the non-executive members of the Board of Directors receive a fixed cash remuneration only and do not participate in Dufrey employee benefits plans. Remuneration to the non-executive members of the Board of Directors is not tied to particular performance targets.

The remuneration of the Board of Directors consists of an annual Board fee of TCHF 250.0. The functions as Lead Independent Director and oversight for ESG are remunerated with an additional amount of TCHF 100.0 p.a. each. The Chair of the Audit Committee is remunerated with TCHF 100.0 p.a. and the Chairs of the Remuneration Committee and of the Nomination Committee with TCHF 75.0 p.a. each. The other

Committee members receive an additional remuneration of TCHF 50.0 p.a.

The fees for the Chair of each Committee have been increased in fiscal year 2021 to account for the increased workload for the Chairs of the Committees, driven by the extended requirements on non-financial reporting and related audit as well as a quickly changing landscape of remuneration determination and transparency, also driven by recent regulation in and outside of Switzerland. None of the other fees were increased in previous years.

The CEO does not receive any remuneration for his function as Board member.

The remuneration of the Board of Directors is paid quarterly and may be subject to regular social security contributions, depending on the citizenship and residence country of each Board member.

Executive Chairman

The Chairman of the Board of Directors, who is traditionally intensely involved with the Company's management, is considered an executive Chairman. In his executive role, a substantial amount of his time is devoted to the company's operations where he works very closely with the CEO to pursue value-enhancing initiatives including strategically important relationships, joint ventures or acquisitions, strengthening the Company's partnerships with governments, large sup-

REMUNERATION STRUCTURE OF THE BOARD OF DIRECTORS

POSITION / RESPONSIBILITY	ANNUAL FEE 2021 IN TCHF	REDUCED ANNUAL FEE 2020 ¹ IN TCHF	ANNUAL FEE 2020 ¹ IN TCHF
Chairman of the Board of Directors	2,010.5	1,859.7	2,010.5
Lead Independent Director ²	100.0	92.5	100.0
Member of the Board of Directors ³	250.0	231.3	250.0
Member responsible for the oversight on Dufrey's ESG initiatives ²	100.0	92.5	100.0
Chair of the Audit Committee ²	100.0	46.3	50.0
Chair of the Remuneration Committee or Nomination Committee ²	75.0	46.3	50.0
Member of the Committees ²	50.0	46.3	50.0

Fees mentioned in the table are gross amounts.

¹The annual fees for fiscal year 2020 were voluntarily reduced by 30% for the second quarter (April to June 2020) due to the COVID-19 situation as shown in the middle column.

²The fees mentioned for the position of Lead Independent Director, Supervision of ESG strategy, Chair or Membership of a Committee are in addition to the annual board fee as member of the Board of Directors.

³The CEO does not receive additional compensation as a Board member.

pliers and airport authorities. He also supports re-financing activities and capital market transactions of the Company.

As in previous years, the Chairman receives a fixed remuneration of TCHF 2,010.5 and is eligible for a performance bonus. The performance bonus at target amounts to 100% of the fixed remuneration. The actual payout is capped at 130% of target. The bonus in 2021 was based on the same metrics than the annual bonus for the members of the Global Executive Committee: Turnover with 50% weight and Cost savings with 50% weight (2020: bonus based on liquidity improvement, incorporation of additional long-term shareholders and the merger of Hudson Ltd.). No payout occurs if the performance is not at least 75% of the combined set target. The Chairman's bonus can be paid either in cash or in an equivalent number of shares allocated to him or as a mix between the two. The Board of Directors decided that the bonus for the Chairman for fiscal year 2021 will be paid in cash (2020: in cash). The fixed remuneration is paid quarterly, the bonus is paid out during the second quarter of the following year.

REMUNERATION OF THE BOARD OF DIRECTORS FOR FISCAL YEAR 2021

The table on page 268 is audited according to Article 17 of the Ordinance against Excessive Compensation in Listed Stock Corporations.

SUMMARY OF REMUNERATION IN FISCAL YEARS 2021 AND 2020

The annual base fee as member of the Board of Directors remained unchanged compared with the previous year. However, in 2020, the base fee and the additional fees paid to the members of the Board of Directors had been voluntarily reduced by 30% for the three-months period April to June 2020 in the context of the COVID-19 pandemic. All members of the Board of Directors had agreed to and participated in this fee reduction.

The executive Chairman of the Board of Directors received a fixed fee of TCHF 2,010.5 (2020: reduced / paid-out fee of TCHF 1,859.7) and a performance bonus of TCHF 2,613.6 (2020: TCHF 2,523.2) in cash. The fixed Board fee for the Chairman position was last increased in 2017 and remained unchanged since then. The performance bonus amounted to 130% of the annual fixed fee (2020: 126%). For details of Dufrey's performance in fiscal year 2021, which was relevant for the performance bonus of the Chairman as well as the annual

bonus of the Global Executive Committee (identical metrics of Turnover and Cost savings), please refer to the details on page 273 in section "Performance in Fiscal Year 2021".

On December 31, 2021, the Board of Directors comprised 11 members (December 31, 2020: 10 Board members). For fiscal years 2021 and 2020, the remuneration for the members of the Board of Directors is shown in the remuneration table on page 268 and reflects the period from January 1 until December 31.

The remuneration increase of 9% compared with the previous year is mainly due to the changes in the total number of Board members, the composition of the Board of Directors and of its Committees, the increase of the committee fees for Chairpersons, the voluntary reduction of the Board and Committee fees in the context of the COVID-19 pandemic in fiscal year 2020 as well as the higher performance achievement related to the bonus of the executive Chairman.

OTHER REMUNERATION, LOANS OR GUARANTEES (AUDITED)

For fiscal years 2021 and 2020, no other remuneration (other than mentioned in the table on page 268) was paid directly or indirectly to current or former members of the Board of Directors or to their related parties. No member of the Board of Directors or their related parties were granted a loan or a guarantee during the reporting years. There was no loan outstanding at the end of the reporting years to any member of the Board of Directors or their related parties.

RECONCILIATION BETWEEN THE REPORTED BOARD REMUNERATION FOR FISCAL YEAR 2021 AND THE REMUNERATION AMOUNT APPROVED BY THE AGM FOR THE PERIOD FROM AGM 2021 UNTIL AGM 2022

The Annual General Meeting of Shareholders (AGM) held on May 18, 2021 approved a maximum aggregate amount of remuneration of the Board of Directors of CHF 8.5 million for the term of office from the AGM 2021 to the AGM 2022 (CHF 8.5 million from AGM 2020 to AGM 2021). The table on page 268 shows the reconciliation between the reported Board remuneration for fiscal year 2021 and the amount approved by the shareholders at the AGM 2021.

REMUNERATION OF THE BOARD OF DIRECTORS (AUDITED)

NAME, FUNCTION IN THOUSANDS OF CHF	2021			2020 ¹		
	REMUNERATION	SOCIAL SECURITY CONTRIBUTIONS ¹¹	TOTAL	REMUNERATION	SOCIAL SECURITY CONTRIBUTIONS ¹¹	TOTAL
Juan Carlos Torres Carretero, Chairman ^{2,5}	4,624.1	–	4,624.1	4,382.9	97.3	4,480.2
Heekyung Jo Min, Lead Independent Director ³	500.0	–	500.0	473.1	–	473.1
Jorge Born, Director	415.7	25.0	440.7	370.0	22.3	392.3
Julián Díaz González, Director and CEO ^{4,5}	–	–	–	–	–	–
Mary J. Steele Guilfoile, Director ^{5,6}	300.0	–	300.0	167.7	–	167.7
Luis Maroto Camino, Director	346.6	–	346.6	277.5	16.9	294.4
Joaquín Moya-Angeler Cabrera, Director ⁷	175.3	8.7	184.0	–	–	–
Ranjan Sen, Director ⁸	250.0	–	250.0	59.1	–	59.1
Steven Tadler, Director	361.2	–	361.2	323.8	–	323.8
Lynda Tyler-Cagni, Director	300.0	–	300.0	295.2	5.3	300.5
Eugenia M. Ulasewicz, Director ⁷	186.3	–	186.3	–	–	–
Subtotal for active members at Dec 31, 2021	7,459.2	33.7	7,492.9	6,349.3	141.8	6,491.1
Claire Chang, Director ⁹	133.6	6.7	140.3	323.8	16.2	340.0
Andrés Holzer Neumann, Director ^{5,10}	–	–	–	172.0	4.2	176.2
Total	7,592.8	40.4	7,633.2	6,845.1	162.2	7,007.3

Amounts mentioned in the table are gross amounts.

¹ The annual fees in 2020 were voluntarily reduced by 30% for the second quarter period April to June 2020, due to the COVID-19 situation.

² The remuneration for Mr. Torres Carretero includes a Board fee of CHF 2.01 million and a bonus of CHF 2.61 million (2020: CHF 1.86 million reduced Board fee and CHF 2.52 million bonus).

³ The remuneration for Ms. Heekyung Jo Min includes the fees for her responsibilities as Lead Independent Director and her responsibilities to oversee Dufrey's ESG initiatives.

⁴ Mr. Díaz González (CEO of the Company) does not receive any additional compensation as Board member.

⁵ In fiscal year 2020, the following Dufrey Board members also served as members of the Board of Directors of Hudson Ltd.: Juan Carlos Torres Carretero, Julián Díaz González, Andrés Holzer Neumann, and Mary J. Steele Guilfoile (prior to her election as member of the Dufrey Board of Directors on May 18, 2020. With her election to the Dufrey Board of Directors, she stepped down from the Hudson Board of Directors). Andrés Holzer Neumann received a Board fee of USD 0.09 million in 2020 as a member of the Board of Directors of Hudson Ltd. for the period January 1 to May 18, 2020 (May 18 is the date when he stepped down from the Board of Directors of Dufrey AG).

⁶ Director since AGM on May 18, 2020.

⁷ Director since AGM on May 18, 2021.

⁸ Director since EGM on October 6, 2020.

⁹ Director until AGM on May 18, 2021.

¹⁰ Director until AGM on May 18, 2020.

¹¹ Amount includes mandatory employer social security contributions.

RECONCILIATION BETWEEN REPORTED BOARD COMPENSATION AND AMOUNT APPROVED BY SHAREHOLDERS AT AGM

IN THOUSANDS OF CHF	BOARD COMPENSATION FOR FISCAL YEAR 2021 AS REPORTED	LESS BOARD COMPENSATION TO BE ACCRUED FOR THE PERIOD JANUARY 1, 2021 TO THE AGM ON MAY 18, 2021 (4.5 MONTHS)	PLUS BOARD COMPENSATION TO BE ACCRUED FOR THE PERIOD JANUARY 1, 2022 TO THE AGM ON MAY 17, 2022 (4.5 MONTHS)	TOTAL BOARD COMPENSATION FOR THE PERIOD FROM AGM 2021 TO AGM 2022	TOTAL MAXIMUM AMOUNT AS APPROVED BY SHAREHOLDERS AT THE AGM 2021 FOR PERIOD OF AGM 2021 TO AGM 2022	COMPENSATION RATIO
Total Board of Directors	7,633.2	(1,803.3)	1,931.4	7,761.3	8,500.0	91.3%

REMUNERATION OF THE GLOBAL EXECUTIVE COMMITTEE

REMUNERATION PRINCIPLES

Dufrey aims to provide internationally competitive remuneration to the members of the Global Executive Committee that reflects the experience and the area of responsibility of each individual member. Moreover, the remuneration system is intended to support the execution of the business strategy, drive performance and strengthen the alignment with the shareholder interests. The remuneration system is built around the following principles:

Pay for Performance

A significant portion of the remuneration depends on the achievement of short-term and long-term performance targets.

Shareholder alignment

A significant portion of remuneration is paid in the form of equity, strengthening the alignment between the interests of the executives with those of the shareholders.

Competitiveness

Remuneration levels are competitive with the talent market of Dufrey.

Transparency

The remuneration system and remuneration decisions are explained in a transparent way to internal and external stakeholders.

REMUNERATION SYSTEM

The remuneration of the members of the Global Executive Committee includes the following elements:

- Fixed basic salary in cash;
- Other indirect benefits, post-employment benefits;
- Performance-related bonus in cash;
- Long-term share-based incentive.

Basic salary

The annual basic salary is the fixed remuneration reflecting the scope and key areas of responsibilities of the position, the skills required to perform the role and the experience and competencies of the individual person. The basic salary is reviewed annually. Generally, salary increases for members of the Global Executive Committee are in line with increases for the broader workforce. In case of promotion, typically a more substantial salary increase may be warranted.

Nevertheless, a newly promoted Global Executive Committee member would get a base salary at the lower end of the expected range with a view to get increases alongside his/her growing experience. Also, higher salary increases may be warranted when there is an increase in responsibilities.

Other indirect benefits and post-employment benefits

Whenever applicable, members of the Global Executive Committee participate in the benefits plans available to all employees in their country of employment. Benefits consist mainly of retirement, insurance, and healthcare plans that are designed to provide a reasonable level of protection for the employees and their dependents in respect to the risk of retirement, disability, death, and illness. The members of the Global Executive Committee with a Swiss employment contract participate in the Dufrey's pension plans offered to all employees in Switzerland. These consist of the basic pension fund, in which base salaries up to an amount of TCHF 213.3 per annum are insured, as well as a supplementary plan in which base salaries in excess of this limit are insured up to the maximum amount permitted by law. Dufrey's pension funds exceed the legal requirements of the Swiss Federal Law on occupational Retirement, Survivors, and Disability Pension Plans (BVG) and are in line with prevalent market practice. Members of the Global Executive Committee under foreign employment contracts are insured commensurately with market conditions and with their position. Each plan varies in line with the local competitive and legal environment and at a minimum, in accordance with the legal requirements of the respective country.

The Company limits further benefits to a minimum. Fringe benefits such as health insurance, company car, schooling or housing allowances have been granted to certain members of the Global Executive Committee. The monetary values of these benefits are included at their fair value in the remuneration tables.

Annual bonus

The annual bonus is a short-term variable incentive designed to reward the financial performance of the Group over a time horizon of one year.

The annual target bonus (i.e. assuming 100% achievement of the performance targets) is defined annually for each member of the Global Executive Committee and is expressed as a percentage of the annual basic salary. The target bonus amounts to 110% of the annual basic salary for the CEO and ranges from 50% to 109% of the annual basic salary for the other members of the Global Executive Committee (2020: 110%

REMUNERATION COMPONENTS

COMPONENT	INSTRUMENT	PURPOSE	INFLUENCED BY	PERFORMANCE OBJECTIVES IN 2021
Basic salary	- Basic remuneration - Paid in cash on a monthly basis	- Attract and retain best professionals	- Position - Competitive market environment - Experience of the person	
Other indirect benefits, post-employment benefits	- Allowances in kind - Social pension and insurance benefits	- Attract and retain - Protect against risks	- Legal requirements - Market practice	
Annual bonus	- Annual bonus in cash	- Pay for performance	- Financial performance of the Group for the fiscal year	- Turnover - Cost savings
Long-term share-based incentives (PSU)	- Performance Share Units (PSU)	- Reward long-term performance - Align with shareholder interests	- Financial performance of the Group over a three-year period	- Adjusted EPS - Equity Free Cash Flow

for the CEO and 70 % to 105 % for the other members of the Global Executive Committee).

The actual bonus paid out depends on the achievement of pre-defined Group financial objectives and may range from 0 % to 130 % of the target bonus.

The Group financial objectives for the annual bonus are determined annually by the Board of Directors upon recommendation by the Remuneration Committee and are set in line with the mid-term strategic plan and the annual budget. In fiscal years 2020 and 2021, travel and travel retail were among the most impacted sectors globally due to the COVID-19 pandemic. In this context, the Board of Directors had established in 2020 that it was essential to focus on two financial objectives that are absolutely critical for the company to recover from the crisis: the Group Turnover and the so-called MAG Reliefs (reliefs of the fixed minimal annual amount guaranteed to airport authorities and landlords). Those two targets were introduced in the annual bonus for fiscal year 2020 with a 50 % weight each. For fiscal year 2021, the Board of Directors decided that the Company still needed to focus on the turnover and cost savings and validated the performance objectives as follows: Group Turnover, with a 50 % weighting and Group Cost savings (including personnel expenses and operating expenses, as well as MAG Relief negotiations) with a 50 % weighting.

The performance of each target is measured as a percentage compared with the benchmark amount. For performance achievement percentage below 75 %, the bonus payout is zero. For a performance achievement of 100 %, the bonus payout amounts to 100 % of the annual target bonus. The bonus payout is capped to 130 % of the annual target bonus amount.

The Remuneration Committee considers the financial targets for the annual bonus to be commercially sensitive and that it would put the company at a competitive disadvantage to disclose those. However, a performance assessment and the connection between pay and performance are provided ex-post, as commentary to the remuneration tables.

The annual bonus is usually paid out in cash in the second quarter of the following year.

Share-based incentives (PSU)

In 2013, Dufrey introduced a Performance Share Unit (PSU) plan for the members of the Global Executive Committee. The purpose of the plan is to provide the members of the Global Executive Committee (and since fiscal year 2015 also selected members of the Senior Management team) with an incentive to make significant and extraordinary contributions to the long-term performance and growth of the Group, enhancing the value of the shares for the benefit of the shareholders. The share-based incentive is also in-

OVERVIEW OF THE TARGET AND MAXIMUM BONUS FOR THE GLOBAL EXECUTIVE COMMITTEE

	FISCAL YEAR 2021	FISCAL YEAR 2020
Target bonus amount for CEO	110% of annual basic salary	110% of annual basic salary
Target bonus amount for other members of the Global Executive Committee	50% to 109% of annual basic salary	70% to 105% of annual basic salary
Maximum annual bonus	130% of target bonus amount	130% of target bonus amount

PERFORMANCE OBJECTIVES FOR ANNUAL BONUS

	FISCAL YEAR 2021	FISCAL YEAR 2020
Performance objectives and weighting	Turnover (50%) Cost savings (50%)	Turnover (50%) MAG Relief (50%)
Minimum achievement level for payout (below which the payout is zero)	75% of the combined targets performance	75% of the combined targets performance
Maximum annual bonus	130% of the target bonus amount	130% of the target bonus amount

creasing the ability of Dufry Group to attract and retain persons of exceptional skills.

The value of the PSU grant is usually defined annually for each member of the Global Executive Committee. The number of PSU allocated to each member of the Global Executive Committee takes into account the basic salary as well as the prevailing share price. For fiscal year 2021, the value of the PSU grant amounts to 99% of the annual basic salary for the CEO and ranges from 62% to 114% of the annual basic salary for the other members of the Global Executive Committee (2020: no PSU were awarded to the members of the Global Executive Committee or members of the Senior Management team due to the particular circumstances related to the COVID-19 pandemic).

PSU are a conditional right to receive future shares of the company, if the vesting conditions are met on the vesting date in June 2024. From an economic point of view, the PSU are stock options with an exercise price of nil. They are expected to have no dilutive effect, as the shares are sourced from treasury shares held by the Company.

The performance targets of the 2021 PSU grant are the Cumulative adjusted EPS, with a 50% weighting, and the Cumulative Equity Free Cash Flow with a 50% weighting, measured over a three-year performance period.

The PSU vest on the vesting date based on the achievement of the performance targets. Each PSU may provide between zero share (less than 50% targets achievement) and 2 shares (150% or more targets achievement).

In case of voluntary resignation or termination for cause, unvested PSU forfeit without any compensation. They continue to vest in case of termination by the employer without cause, retirement, disability or death and they are subject to immediate vesting in case of change of control.

The Remuneration Committee and the Board of Directors consider to introduce a relative Total Shareholder Return metric as well as ESG targets to future PSU plans.

Employment contracts

According to Article 23 of the Articles of Incorporation, employment and other agreements with the members of the Global Executive Committee may be concluded for a fixed term or for an indefinite term. Agreements for a fixed term may have a maximum duration of one year. Agreements for an indefinite term may have a notice period of maximum twelve months. The current employment contracts with the members of the Global Executive Committee contain termination periods of twelve months or less.

OVERVIEW OF PSU GRANT TO THE GLOBAL EXECUTIVE COMMITTEE

	FISCAL YEAR 2021	FISCAL YEAR 2020
PSU grant CEO	99% of annual basic salary	No grant
PSU grant other members of the Global Executive Committee	62% to 114% of annual basic salary	No grant

OVERVIEW OF THE PERFORMANCE OBJECTIVES OF THE PSU PLAN

	FISCAL YEAR 2021	FISCAL YEAR 2020	FISCAL YEAR 2020
Performance objectives	Cumulative adjusted EPS	Cumulative Equity Free Cash Flow	No grant
Rationale	Measures the company's profitability to investors	Measures the company's ability to generate cash	No grant
Definition	Cumulative EPS mainly adjusted for P & L charges such as acquisition related amortization and impairments of concession rights, impairment of goodwill, lease interest, transaction costs and other one-offs. The cumulative adjusted EPS over a three-year period is expressed as a nominal amount in CHF.	The cumulative Equity Free Cash Flow over a three-year period is expressed as a nominal amount in CHF.	
Weighting	50%	50%	No grant
Performance period	2021 - 2023	2021 - 2023	No grant
Minimum threshold	50% of targets achievement	50% of targets achievement	No grant
Target (100% vesting)	Cumulative adjusted EPS measured as nominal amount in CHF, corresponding to an improvement by CHF 26.50 compared to the adjusted EPS for fiscal year 2020	Cumulative EFCF measured as nominal amount in CHF, corresponding to an improvement by CHF 993 million compared to the EFCF for fiscal year 2020	No grant
Maximum threshold	150% of targets achievement or above	150% of targets achievement or above	No grant
Maximum vesting	2 shares per PSU (200%)	2 shares per PSU (200%)	No grant
Share allocation on vesting	At target 1 share per PSU; at maximum 2 shares per PSU.		

The performance objectives for the PSU granted in previous years are disclosed in the respective Remuneration Reports. *

* For the website link to previous financial reports please see page 259 of the Corporate Governance section.

TIMING OF THE PSU PLANS

	YEAR 2018	YEAR 2019	YEAR 2020	YEAR 2021	YEAR 2022	YEAR 2023	YEAR 2024
2018 PSU PLAN	Grant	Vesting period		No Vesting	Target achievements below 50%		
2019 PSU PLAN		Grant	Vesting period		No Vesting	Target achievements below 50%	
2020 PSU PLAN	No PSU granted in fiscal year 2020						
2021 PSU PLAN				Grant	Vesting period		Vesting TBD Assessment of Target achievements

REMUNERATION OF THE GLOBAL EXECUTIVE COMMITTEE FOR FISCAL YEAR 2021

SUMMARY OF REMUNERATION FOR FISCAL YEARS 2021 AND 2020

The table on page 274 is audited according to Article 17 of the Ordinance against Excessive Compensation in Listed Stock Corporations.

For fiscal year 2021, the remuneration of the Global Executive Committee includes the remuneration of nine members (six active from January 1 to December 31; one active as of July 1; two members who left the Global Executive Committee as at June 30 and September 30, respectively). The remuneration for fiscal years 2021 and 2020 on page 274 covers the period between January 1 and December 31.

Total remuneration for the members of the Global Executive Committee for 2021 amounts to TCHF 21,310.3 (2020: TCHF 27,789.7). This amount comprises annual basic salaries of TCHF 6,637.2 (2020: TCHF 7,315.6), annual short-term incentives of TCHF 7,359.1 (2020: TCHF 7,981.0), post-employment benefits of TCHF 1,417.6 (2020: TCHF 1,777.3), other indirect benefits of TCHF 396.4 (2020: TCHF 688.5) and share-based payments of TCHF 5,500.0 (2020: TCHF 0).

Explanatory comments to the remuneration table

The total remuneration awarded to the Global Executive Committee for fiscal year 2021 is 23% lower than for fiscal year 2020.

The change is mainly due to following factors:

- Change of composition of the Global Executive Committee with seven members as of July 1, 2021. Fiscal year 2021 also includes two members who left the GEC on June 30 (reflected remuneration period of 6 months) and on September 30 (reflected remuneration period of 12 months, including the notice period). This compares to 10 members from January 1 to August 31 and 8 members from September 1 to December 31 in fiscal year 2020;
- Full payment of basic salaries in fiscal year 2021 compared with a 30% voluntary salary reduction for the period from April to June 2020. One member of the Global Executive Committee had a pre-defined basic salary increase in 2021 related to the increase in experience and responsibility. The other members of the Global Executive Committee did not receive any salary increase in fiscal year 2021.
- The financial performance of the Group was higher in fiscal year 2021, resulting in a higher payout un-

der the annual bonus (see details in the section below on the performance in fiscal year 2021);

- No special bonus payment was made in fiscal year 2021, compared to a special bonus payment in the amount of TCHF 10,027.3 in fiscal year 2020;
- A regular PSU grant in fiscal year 2021 (subject to performance conditions and a three-year performance period) compared to no grant in fiscal year 2020.

The ratio between fixed and variable remuneration in fiscal year 2021 is shown in the charts on page 274. The charts reflect the composition of the different remuneration components of the members of the Global Executive Committee for fiscal year 2021 at target (assuming 100% performance achievement) and grant value for the PSU, at maximum and at actual (awarded compensation).

PERFORMANCE IN FISCAL YEAR 2021

Dufrey's 2021 results were characterized by a re-bounce of travel, predominantly in the Western hemisphere, leading to an acceleration in turnover and a stronger than initially expected cash generation. With shop openings and sales increasing along the course of the year, Dufrey reached turnover of CHF 3,915.4 million for fiscal year 2021, an increase of 53.2% compared to the previous year period, and organically representing 46.5% of the 2019 pre-pandemic level. Dufrey continued to apply a tight cost management, and achieved savings of CHF 1,919.7 million for 2021 (compared to 2019), almost double the amount of the initial savings targeted.

Equity Free Cash Flow reached CHF -33.4 million. Another main achievement during 2021 was the comprehensive refinancing of overall CHF 1.6 billion at attractive market terms, with no relevant maturities upcoming before 2024. In detail, the company raised CHF 500 million of new convertible bonds which are due in 2026 and successfully completed a voluntary incentivized conversion offer to holders of the existing CHF 350 million convertible bonds due 2023. Through a number of other financial initiatives, including the placing of EUR 725 million and CHF 300 million straight bonds, the company raised CHF 1,619.9 million of gross proceeds in total. As of year-end 2021, Dufrey has a debt maturity profile including bonds, bank loans and convertible bonds that stretches from 2024 to 2028. Net debt amounted to CHF 3,079.5 million as of December 31, 2021, a position below pre-crisis levels already.

REMUNERATION OF THE GLOBAL EXECUTIVE COMMITTEE (AUDITED)

REMUNERATION COMPONENT IN THOUSANDS OF CHF	2021		2020	
	GEC ¹	CEO ²	GEC ¹	CEO ²
Basic salary ³	6,637.2	1,891.0	7,315.6	1,732.8
Bonus on specific financial targets ⁴	7,359.1	2,704.1	7,981.0	2,337.3
Special bonus on individual, exceptional performance	n/a	n/a	10,027.3	1,079.8
Post-employment benefits ⁵	1,417.6	686.9	1,777.3	504.7
Other indirect benefits	396.4	36.5	688.5	23.1
Share-based compensation grant value (3 years performance period) ⁶	5,500.0	1,880.4	-	-
Total compensation awarded	21,310.3	7,198.9	27,789.7	5,677.7
Total realized compensation	15,810.3	5,318.5	29,234.6	6,093.3
Number of performance share units awarded ⁴	132,403	45,267	-	-

Amounts mentioned in the tables are gross amounts.

¹ The remuneration of the Global Executive Committee in fiscal year 2021 includes six members active from Jan 1 to Dec 31; one active as of July 1; and two members who left the GEC on June 30 and September 30, respectively. In fiscal year 2020 it included eight members as of September 1 (and ten members in period Jan to Aug 2020).

² The CEO has the highest compensation of the Global Executive Committee.

³ Fiscal year 2020 included a voluntary reduction of the basic salaries by 30% for the second quarter period April to June 2020, due to the COVID-19 situation.

⁴ In fiscal year 2021 Turnover and Cost savings. In fiscal year 2020 Turnover and MAG Relief.

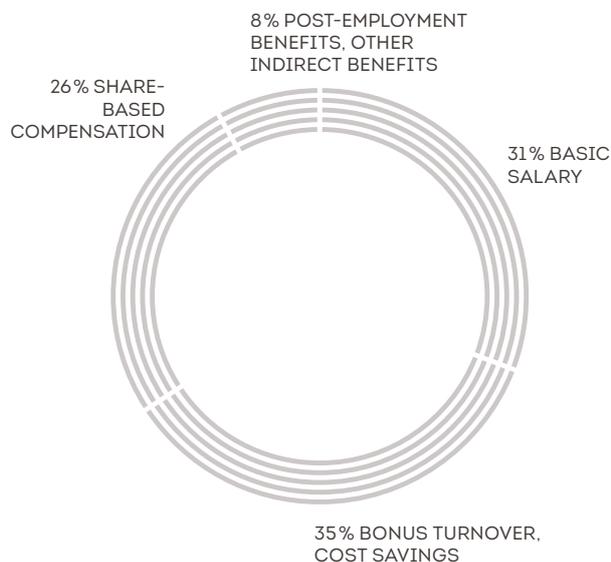
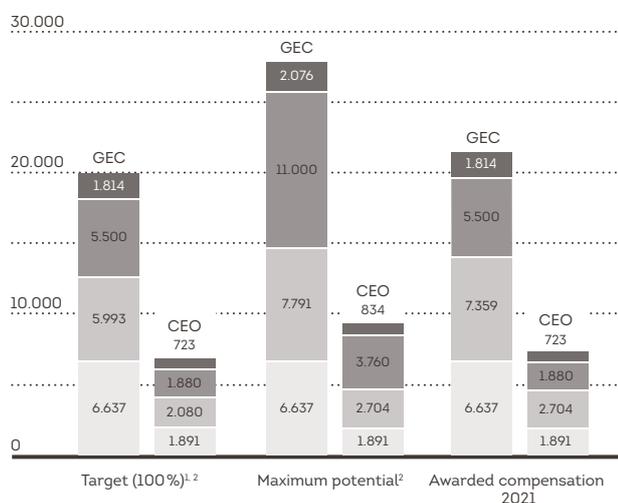
⁵ Amount includes employer social security contributions and pension contributions.

⁶ For valuation details of the Dufry performance share units see Note 26.1 of the consolidated financial statements.

The disclosed value in the table corresponds to the grant value in the respective year (number of PSU granted multiplied by the PSU value at the date of grant. The PSU value assumes 100% target achievement.). In fiscal year 2021, 132,403 PSU were granted, while in fiscal year 2020, no PSU were granted.

REMUNERATION STRUCTURE GLOBAL EXECUTIVE COMMITTEE IN 2021

IN THOUSANDS OF CHF



¹ Reflects target compensation and for PSU grant value

² For PSU assuming same share price as at grant date

■ BASIC SALARY ■ SHARE-BASED COMPENSATION
 ■ BONUS ■ POST-EMPLOYMENT BENEFITS, OTHER INDIRECT BENEFITS

Note: Percentages refer to awarded compensation

At the beginning of 2022, Dufry further extended the covenant holiday until and including June 2023. The September and December 2023 testing require a 5x net debt/adjusted operating cash flow before the company will return to its 4.5x net debt/adjusted operating cash flow threshold in 2024. Dufry's liquidity position at year end 2021 amounted to CHF 2,243.9 million, an increase of CHF 338.2 million compared to the previous year. This provides the company with sufficient liquidity for further accelerating re-openings and growth in 2022.

Dufry engaged in more than 1,700 meetings, calls and interactions with equity and debt investors, analysts and rating agencies, thus continuing its strong relationship with the investor community. In 2021, Dufry has also taken its ESG strategy implementation one step further by defining science-based targets (SBTi) to achieve climate neutrality by 2025 for scopes 1+2 and to considerably reduce carbon footprint of scope 3 emissions. For scope 3, the company engages with suppliers to cover 50% of the product procurement through SBT committed suppliers by 2027 and reduce carbon footprint of the upstream logistics by 28% until 2030.

Performance under the annual bonus

For fiscal year 2021, the annual bonus amounts to 130% of target. This means that the annual accrued bonus amounts to 143% of the basic salary for the CEO and ranges from 65% to 142% of the basic salary for the other members of the Global Executive Committee (2020: annual bonus of pre-defined targets of 125% of annual basic salary for the CEO and between 79% and 119% of annual basic salary for the other members of the Global Executive Committee).

No vesting of the 2018 and 2019 PSU grants

The vesting performance criteria of the PSU granted in fiscal year 2019 have not been reached, and therefore no shares will be allocated in May 2022 (in total 81,334 PSU 2019 were outstanding at December 31, 2021). For the PSU plan 2018, no shares were allocated in May 2021, as the vesting performance criteria have not been reached (in total 129,546 PSU 2018 were outstanding at December 31, 2020).

Realized compensation in fiscal year 2021

As the PSU granted in 2018 did not vest in fiscal year 2021 and therefore no shares were allocated to the plan participants, the total realized compensation for the Global Executive Committee in fiscal year 2021 amounts to CHF 15,810.3 million, of which CHF 5,318.5 million is the payout to the Group CEO.

Potential shares from PSU plan

The total number of shares that can be allocated to all participants of the Dufry PSU plan would amount to the following (only the PSU 2021 will potentially vest): At target (100%) 394,807 shares, representing a total of 0.43% of the outstanding shares as at December 31, 2021. At maximum (i.e. at 2 shares per vested PSU) 789,614 shares, representing a total of 0.86% of the outstanding shares as at December 31, 2021. Historically, Dufry has always sourced its share-based compensation from treasury shares, so that no dilutive effect is expected from the PSU.

OTHER REMUNERATION, LOANS OR GUARANTEES (AUDITED)

In fiscal year 2021, in compliance with the employment contract, one former member of the Global Executive Committee received compensation of TCHF 772.8, including TCHF 42.1 of social security costs (during the notice period in 2021). No other remuneration was paid directly or indirectly to current or former members of the Global Executive Committee, or to their related parties, in 2021 or in the previous year 2020. No member of the Global Executive Committee or their related parties were granted a loan or a guarantee during the reporting years. There was no loan outstanding at the end of the reporting years to any member of the Global Executive Committee or their related parties.

RECONCILIATION BETWEEN THE REPORTED GLOBAL EXECUTIVE COMMITTEE REMUNERATION FOR FISCAL YEAR 2021 AND THE REMUNERATION AMOUNT APPROVED BY THE AGM

The Annual General Meeting of Shareholders held on May 18, 2020, approved a maximum aggregate amount of remuneration for the Global Executive Committee of CHF 34.0 million for the fiscal year 2021. The approved maximum aggregate amount reflects the maximum possible payout calculated for each remuneration element. The ratio of the actual remuneration awarded to the members of the Global Executive Committee, compared with the amount approved by the AGM, was 62.7%.

For fiscal year 2022, the AGM held on May 18, 2021, approved a maximum aggregate amount of remuneration for the Global Executive Committee of CHF 29.0 million. The remuneration ratio for 2022 will again be disclosed in the Remuneration Report 2022.

PERFORMANCE ACHIEVEMENTS UNDER THE ANNUAL BONUS IN FISCAL YEAR 2021

PERFORMANCE OBJECTIVES	RESULTS	PERFORMANCE ACHIEVEMENT		
		THRESHOLD	TARGET	CAP
Turnover (50 %)	With a Group turnover of CHF 3,915.4 million, the predetermined target was met.	0 %	200 %	
Cost savings (50 %)	With Group cost savings of CHF 1,817.4 ¹ million, the predetermined target was substantially exceeded.	0 %	200 %	
Combined performance ratio	The combined performance ratio amounts to 141 % of target. The overall payout is capped at 130 %.	75 %	100 %	130 %

¹ Excluding certain savings on mainly variable expenses

PERFORMANCE ACHIEVEMENTS UNDER THE PSU PLAN 2019

PERFORMANCE OBJECTIVES	RESULTS	VESTING PERCENTAGE		
		THRESHOLD	TARGET	MAXIMUM
Cumulative Adjusted EPS (100 %)	With a Cumulative Adjusted EPS of CHF -21.10, the predetermined target of CHF 23.82 was not met.	<50 %	100 %	150 %
Vesting ratio	No vesting of the PSU Plan 2019.	No Vesting	1 share per PSU	2 shares per PSU

PSU AWARDED FISCAL YEARS 2021 AND 2020

PLAN		GRANT	PERFORMANCE PERIOD	VESTING	NUMBER OF PSU OUTSTANDING	VESTING LEVEL IN % OF TARGET	NUMBER OF SHARES (VESTING)
LTI 2021	GEC (incl. CEO)	2021	2021-2023	June 2024	132,403	To be determined	To be determined
	Senior Mgt				262,404	To be determined	To be determined
LTI 2020	GEC (incl. CEO)	No PSU granted	n/a	n/a	0	n/a	n/a
	Senior Mgt				0	n/a	n/a

COMPENSATION RATIO FOR REMUNERATION OF GLOBAL EXECUTIVE COMMITTEE FOR 2021

IN THOUSANDS OF CHF	GEC COMPENSATION FOR FISCAL YEAR 2021 AS REPORTED	TOTAL MAXIMUM AMOUNT FOR GEC COMPENSATION AS APPROVED BY SHAREHOLDERS AT THE AGM 2020 FOR FISCAL YEAR 2021	COMPENSATION RATIO
Total Global Executive Committee	21,310.3	34,000.0	62.7 %

SHAREHOLDINGS OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE GLOBAL EXECUTIVE COMMITTEE ON DECEMBER 31, 2021 AND 2020

The following members of the Board of Directors and of the Global Executive Committee of Dufry AG (including related parties) directly or indirectly hold shares or share options (including PSU) of the Company as at December 31, 2021 and 2020. Members not listed in the tables do not hold any shares or options.

IN THOUSANDS	DECEMBER 31, 2021			DECEMBER 31, 2020		
	SHARES	OUTSTANDING UNVESTED PSU ¹	PARTICIP.	SHARES	OUTSTANDING UNVESTED PSU ¹	PARTICIP.
MEMBERS OF BOARD OF DIRECTORS						
J. C. Torres Carretero, Chairman	556.2	-	0.61%	758.3	-	0.94%
H. Jo Min, Lead Independent Director	0.7	-	0.00%	0.7	-	0.00%
J. Born, Director	31.7	-	0.03%	31.7	-	0.04%
J. Díaz González, Director and Group CEO	153.2	57.4	0.23%	230.3	28.9	0.32%
S. Tadler, Director	19.0	-	0.02%	19.0	-	0.02%
L. Tyler-Cagni, Director	3.6	-	0.00%	3.6	-	0.00%
Total Board of Directors	764.4	57.4	0.91%	1,043.6	28.9	1.34%
MEMBERS OF GLOBAL EXECUTIVE COMMITTEE						
J. Díaz González, Director and Group CEO	153.2	57.4	0.23%	230.3	28.9	0.32%
Y. Gerster, CFO	3.7	20.3	0.03%	3.7	5.3	0.01%
E. Andrades, CEO Operations	2.0	22.3	0.03%	5.3	12.6	0.02%
L. Marin, Global Chief Corporate Officer	10.8	21.3	0.04%	10.8	9.0	0.02%
P. Duclos, Group General Counsel	-	21.3	0.02%	-	12.6	0.02%
A. Belardini, Chief Commercial Officer	19.1	21.3	0.04%	13.7	10.3	0.03%
S. Branquinho, Chief Diversity & Inclusion Officer	0.4	3.1	0.00%	n/a	n/a	n/a
ADDITIONAL FORMER MEMBERS OF GLOBAL EXECUTIVE COMMITTEE						
J. A. Gea, Deputy Group CEO	n/a	n/a	n/a	41.7	17.1	0.07%
R. Fordyce, CEO North America	n/a	n/a	n/a	4.5	-	0.01%
Total Global Executive Committee	189.2	167.0	0.39%	310.0	95.8	0.51%

¹ Outstanding unvested Performance Share Units (PSU) at target level

In addition to the above, Juan Carlos Torres holds a sale position of 0.12% through options (114,420 voting rights), and Julián Díaz González holds a sale position of 0.04% through options (40,200 voting rights) as of December 31, 2021 (as of December 31, 2020: the shareholders' group consisting, among others, of different entities controlled by Juan Carlos Torres and Julián Díaz González holds sale positions of 0.97% through options (778,160 voting rights). This group has been terminated as per June 18, 2021.

The detailed terms of these financial instruments are as disclosed to SIX Exchange Regulation and published on January 9, 2021. Disclosure notices are available on the SIX Exchange Regulation website: www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/

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To the General Meeting of
Dufry AG, Basel

Basel, March 3, 2022

Report of the statutory auditor

We have audited the remuneration report of Dufry AG for the year ended 31 December 2021. The audit was limited to the information according to articles 14-16 of the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance) contained in the tables and sections labeled "audited" on pages 260 to 277 of the remuneration report.

Responsibility of the Board of Directors

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance. The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor's Responsibility

Our responsibility is to express an opinion on the accompanying remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14 - 16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14 - 16 of the Ordinance. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the remuneration report for the year ended 31 December 2021 of Dufry AG complies with Swiss law and articles 14 - 16 of the Ordinance.

Deloitte AG



Andreas Bodenmann
Licensed audit expert
(Auditor in charge)



Fabian Hell
Licensed audit expert