

Ordinary shareholders' meeting of World Duty Free S.p.A.



**Board of directors' report
on the proposals about the matters on the agenda**

IMPORTANT NOTE

This is a courtesy translation with no legal value. In case of discrepancy, the Italian version shall prevail

Single call: 14 May 2015

Notice of call of Ordinary Shareholders' Meeting

Subjects entitled to vote at Shareholders' Meeting of World Duty Free S.p.A. ("the Company") are hereby convened for an Ordinary Shareholders' Meeting in Milan, Corso di Porta Vittoria, 16 (Centro Congressi) at 10.00 a.m. on 14th May 2015, in a sole call, to discuss and vote on the following:

AGENDA

1. Financial statements at 31st December 2014 and Directors' report; pertaining resolutions; presentation of the consolidated financial statements at 31st December 2014.
2. Appointment of a member of the Board of Directors pursuant to article 2386 of the Italian Civil Code and Article 10 of the Statute; pertaining resolutions.
3. Proposal to authorize the Board of Directors to purchase Company's own shares, pursuant to art. 2357 and subs., Italian Civil Code, and art. 132, Legislative Decree no. 58/1998 dated 24 February 1998, up to a maximum of 12,726,000 shares and to sell treasury shares subject to prior revocation of the authorization to purchase treasury shares granted by the ordinary shareholders' meeting on 14 May 2014; pertaining resolutions.
4. Consultation on the remuneration policy, pursuant to art. 123-*ter* del Legislative Decree no. 58 dated 24 February 1998. Remuneration report; pertaining resolutions.

ENTITLEMENT TO ATTEND AND VOTE

Under current law, those who have been notified the Company by an intermediary, proving entitlement up to 5th May 2015 (record date) are entitled to attend and vote at the Shareholders' Meeting.

Those proving to be shareholders only after said date shall not be entitled to attend and vote at the Shareholders' Meeting. Attendance at Shareholders' Meetings is ruled by law and regulations as well as by the provisions of the Company's current by-laws and Shareholders' Meeting Rules, which are available on the Company's website (www.worlddutyfreegroup.com, **Governance section**).

Notice to the issuer is made by an authorized intermediary under the initiative of those entitled to vote. Requests for prior notice or expenses for the fulfillments to be carried out by the intermediary are not chargeable to the Company.

SHARE CAPITAL AND VOTING SHARES

The share capital of World Duty Free S.p.A. as at today amounts to Euro 63,720,000.00 divided into 254,520,000 ordinary shares, without nominal value, each of which grants the right to vote at the Company's Shareholders' ordinary and extraordinary Meetings. Information about the Company's share capital (number and categories of shares) is available on the Company's website, www.worlddutyfreegroup.com.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Those entitled to vote at Shareholders' Meetings may ask questions about the items on the agenda also before the Shareholders' Meetings, by 11th May 2015. Questions must be submitted in writing by fax, registered letter with return receipt or e-mail to the following contacts: World Duty Free S.p.A., Corso di Porta Vittoria 16, 20122 Milano (MI), fax no: +39 02 546 0101, certified e-mail wdf@legalmail.it.

Questions received before the Shareholders' Meeting will be answered during the Meeting at the latest.

The Company reserves the right to provide a single answer to questions with the same content. The Company reserves the right to answer questions in the **Governance – Shareholder's Meeting section of the Company's website www.worlddutyfreegroup.com**, provided that no response is due when the information requested is already available in the above section, in "Questions and Answers".

ADDITIONS TO THE AGENDA AND PROPOSED DECISIONS ON ITEMS ON THE AGENDA

Within ten days from the publication of this notice, shareholders representing also jointly at least 2.5% of the share capital may apply to add items to the agenda, specifying in their application the further items proposed, or to submit draft resolutions on matters already on the agenda.

Applications must be submitted in writing, together with the notices issued by an authorized intermediary according to its accounting records proving title to at least 2.5% of the share capital. Applications must be sent by fax, registered letter with return receipt or e-mail to the following contacts: World Duty Free S.p.A., Corso di Porta Vittoria 16, 20122 Milano (MI), fax no: +39 02 546 0101, certified e-mail wdf@legalmail.it.

Additions to the list of items at the agenda are not allowed for matters on which the Shareholders' Meeting votes in accordance to law, on motions put by the directors or on the basis of Directors' proposals or report, different from the one on the items on the agenda laid down in Article 125-ter, first paragraph, of Legislative Decree 58 of 24 February 1998. Any additions to the agenda and any draft resolutions on matters already on the agenda will be disclosed under the terms and conditions set by law as for notices of calls.

Shareholders applying to add items on the agenda or submitting proposals for resolutions on matters already on the agenda, must draft and deliver to the board of directors a report stating the reasons for the resolutions on the new matters proposed, or the explanation for the suggested resolutions submitted on matters already on the agenda within the deadline provided for the submission of their application. The report will be made available to the public, together with any assessments made by the board of directors, when the announcement of the addition or the presentation is made pursuant to applicable laws and regulations.

PROXY VOTING

Those entitled to vote may be represented at the Shareholders' Meeting by the issuance of a written deed of proxy, under terms and conditions set by law. Within the terms for the publication of this notice of call, proxy forms will be made available at the Company's registered office and secondary office and also uploaded in printable version on the Company's website www.worlddutyfreegroup.com, **Governance section, Shareholder's Meeting**.

The representative may deliver or send a copy, instead of the original deed of proxy, also electronically, attesting under his or her own responsibility the conformity of the copy with the original and the identity of the delegator. The representative must keep the original of the proxy and record any voting instructions received, for one year from the close of the meeting.

Proxies may be notified to the Company by mail, fax or e-mail to the following contacts: World Duty Free S.p.A., Corso di Porta Vittoria 16, 20122 Milano (MI), fax no: +39 02 546 0101, certified e-mail wdf@legalmail.it. Prior notification, if any, does not relieve the representative from the obligation to attest under his or her responsibility the conformity of the proxy to the original and the identity of the delegator when accrediting to the meeting.

For the Shareholders' Meeting referred under this notice of call, the Company has appointed Computershare S.p.A. as the entity to which those entitled to vote may grant a free of charge proxy with the relevant instructions on all or some items on the agenda, as allowed by law (the "**Designated Representative**"). The Deed of proxy with instructions to vote on proposed resolutions for the items on the agenda, may be granted to Computershare S.p.A., with registered office in Milan, via Lorenzo Mascheroni n. 19, C.A.P. 20145, which has been appointed by the Company pursuant to Art. 135-j of the CFA, by signing the specific proxy form available on the website of the company www.worlddutyfreegroup.com, **Governance section, Shareholder's Meeting**. Proxy forms will be also available at the registered office and the secondary office of the Company, at the offices of Computershare SpA which address is mentioned above. Deeds of proxies including voting instructions and duly signed must be received in original at Computershare S.p.A.'s offices by the end of the last but one trading day prior to the date fixed for the meeting, and therefore by 12 May 2015. Copy of the deed of proxy, together with the declaration attesting the conformity of the copy with the original, may also be forwarded in advance to the Designated Representative within the aforementioned term by fax at No. +39.02.46776850, or by e-mail to be sent to ufficiomilano@pecserviziottoli.it.

The proxy is effective only if voting instructions have been granted. The proxy and the voting instructions may be revoked within the same term as above. The intermediary's communication to the Company, proving the right to attend the Shareholders' Meeting and to exercise the voting right, is required also in case of proxy granted to the Designated Representative. Pursuant to law, the shares for which a proxy has been conferred, even partially, are calculated for the regular constitution of the Shareholders' Meeting; should voting instructions not been granted, the shares will not be taken into account for the calculation of the majority and for the portion of the capital required for the approval of the resolutions. Information related to

the granting of the proxy to Computershare S.p.A. can also be found on the abovementioned proxy form (please find Computershare's contact details for any further clarification - telephone no. +39 02 46776811).

There are no procedures in place for votes to be cast by mail or electronically.

DOCUMENTATION

The Director's reports and the proposed resolutions pertaining to all the points on the agenda, as well as the Annual Financial Report - including the draft financial statement, the consolidated financial statements, the Directors' report and the statement as per art. 154-bis, paragraph 5, of Legislative Decree no. 24 February 1998 n. 58, together with the reports of the Board of Auditors and the independent auditors, the Annual Report on Corporate Governance and ownership structure and the Remuneration Report, are made available to the public at the registered office and the secondary office of the Company and at Borsa Italiana SpA, as well as on the Company's website **www.worlddutyfreegroup.com section Governance - Shareholders' Meeting**, and at the storage mechanism "1Info" (www.1info.it) together with the publication of this notice of call and with the right to have a copy.

Within the terms provided by law, the integral copies of the most recent financial statements of the subsidiary companies or the summary document provided for in Article 2429.4 of the Italian Civil Code, and the summary document of the essential information from the most recent financial statements of the associate companies as provided under Article 2429. 3 of the Italian Civil Code will be made available at the registered office and the secondary office of the Company.

Please note that, the appointment of a member of the Board of Directors, will take place without application of the list vote, according to the terms described in the Directors' report.

Milan, 13th April 2015
For the Board of Directors
Gianmario Tondato (Chairman)

INTRODUCTION

Article 125-ter.1 of Legislative decree no. 58 of 24 February 1998 (the "**Consolidated Finance Act**") specifies that, if not already required by other legal provisions, the board of directors of a listed company shall make available to the market at its registered office, on its website and using the other methods established by Consob (the Italian commission for listed companies and the stock exchange) a report on each of the matters on the agenda within the deadline for publication of the notice calling the shareholders' meeting in relation to each matter on the agenda.

This report (the "**report**") presents each matter on the agenda of the shareholders' meeting of World Duty Free S.p.A. ("**WDF**" or the "**company**") called to meet on an ordinary basis at Centro Congressi, Corso di Porta Vittoria 16, Milan at 10 a.m. on 14 May 2015 on single call (the "**shareholders**"), referring to the specific reports required by current laws and regulations for more detailed information.

The report section on the proposal made as matter 3 on the agenda to authorise the board of directors to repurchase own shares and dispose of them pursuant to the current legal provisions was also prepared to comply with article 73 of the regulation adopted with Consob resolution no. 11971 of 14 May 1999 as subsequently amended and modified (the "**Issuer Regulation**") and related Annex 3A, table 4. With respect to the fourth matter on the agenda, i.e., the remuneration policy as per article 123-ter of the Consolidated Finance Act, reference should be made to the remuneration report prepared in accordance with the aforesaid article 123-ter of the Consolidated Finance Act, article 84-*quater* of the Issuer Regulation and Annex 3A, tables 7-*bis* and 7-*ter*. This report will be made available to the market pursuant to the law at the company's registered office and branch, at Borsa Italiana S.p.A. and on the company's website www.worlddutyfreegroup.com, **Governance - Shareholders' meeting section**.

The company has sent this report to Borsa Italiana S.p.A. and has filed it at its registered office and branch pursuant to the law. It may be downloaded from the company's website www.worlddutyfreegroup.com, **Governance - Shareholders' meeting section**.

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MATTER 1) ON THE AGENDA

Separate financial statements as at and for the year ended 31 December 2014 and accompanying directors' report; related resolutions. Presentation of the consolidated financial statements as at and for the year ended 31 December 2014.

Introduction

Dear shareholders,

The company made a profit of €3,434,822 for the year.

While you should consult the separate financial statements, published and available pursuant to the law for more information, we propose €24,000 be allocated to the legal reserve as required by article 2430 of the Italian Civil Code and that the remaining profit for the year of €3,410,822 be carried forward.

Accordingly, we ask you to approve the following

proposed resolution

"In their ordinary meeting, the shareholders having:

- *examined the draft separate financial statements as at and for the year ended 31 December 2014 showing a profit for the year of €3,434,822;*
- *acknowledged the reports of the board of statutory auditors and the independent auditors, KPMG S.p.A.;*

resolved

- a) *to approve the financial statements of World Duty Free S.p.A. as at and for the year ended 31 December 2014 which show a profit for the year of €3,434,822;*
- b) *to allocate €24,000 to Legal Reserve as required by article 2430 of the Italian Civil Code;*
- c) *to carry forward the remaining profit for the year, in the amount of €3,410,822;*

d) to authorise the Chairman and the CEO separately, giving them the power to subdelegate, to carry out all the related activities to implement the resolutions as per points a), b) and c) above”.

* * *

MATTER 2) ON THE AGENDA

Appointment of a director pursuant to article 2386 of the Italian Civil Code and article 10 of the by-laws; related resolutions

Dear shareholders,

We have called you to meet in an ordinary meeting to resolve on, inter alia, the appointment of a director pursuant to article 2386.1 of the Italian Civil Code and article 10 of the by-laws.

The director Jose María Palencia Saucedo, appointed by the shareholders on 18 July 2013 upon the proposal of the then sole shareholder, Autogrill S.p.A., resigned from his office as CEO and director on 14 November 2014.

On the same date, the board of directors co-opted Eugenio Andrades to substitute Jose María Palencia Saucedo pursuant to article 2386.1 of the Italian Civil Code with its resolution approved by the board of statutory auditors. Mr. Andrades' curriculum vitae is available on the company's website ***www.worlddutyfreegroup.com in the Governance - Company bodies section.***

As required by article 2386 of the Italian Civil Code, the co-operated director remains in office until the next shareholders' meeting, i.e., this meeting.

We ask you to approve the proposal to confirm Eugenio Andrades as director of World Duty Free S.p.A. pursuant to article 2386 of the Italian Civil Code and article 10 of the by-laws. The term of the new director will expire with that of those already in office, i.e., with approval of the financial statements as at and for the year ending 31 December 2015.

Article 10 of the by-laws provides that the legal majority of votes is required to approve the appointment of a director to replace the outgoing director, without using the voting list system.

Proposed resolution

Dear shareholders,

Based on the above, we propose you:

- (a) confirm the co-opted director, Eugenio Andrades, pursuant to article 2386 of the Italian Civil Code and article 10 of the by-laws;
- (b) establish that the confirmed director as per point (a) above remains in office until the end of the term of office of the other current directors, i.e., until the date of the shareholders' meeting held to approve the company's separate financial statements as at and for the year ending 31 December 2015;
- (c) give the confirmed director as per point (a) above the same fee agreed for the current directors by the shareholders in their meetings of 18 July 2013 and 20 September 2013 of (i) €50,000 for each year of their term of office, and (ii) an attendance fee of €600 for their participation at meetings of the shareholders and/or the directors, and (iii) reimbursement of expenses incurred to carry out their duties.
- (d) to give the board of directors and, hence, the Chairman any needed or appropriate power, giving him the power to subdelegate, to, carry out all the needed or appropriate activities to implement this resolution.

* * *

MATTER 3) ON THE AGENDA

Proposal to authorise the board of directors, pursuant to article 2357 and following articles of the Italian Civil Code and article 132 of Legislative decree no. 58 of 24 February 1998, to repurchase own shares up to a maximum of 12,726,000 shares and to dispose of own shares, after revocation, of the authorisation to repurchase own shares given by the shareholders in their ordinary meeting of 14 May 2014; related resolutions.

Introduction

Dear shareholders,

We inform you that:

- the authorisation to repurchase own shares given by the shareholders in their meeting of 14 May 2014 for a period of 18 (eighteen) months will expire on 14 November 2015;
- repurchases of own shares as per the resolution taken by the shareholders in their ordinary meeting of 14 May 2014 have not taken place and the company does not have any own shares at the date of this report;
- the available reserves in the company's separate financial statements at 31 December 2014 amount to €342,655,126 at the date of this report.

We believe it would be appropriate for the expiring authorisation to be revoked and renewed so that the purposes for which it was given can be carried out in a longer time period as allowed by the ruling legislation in the company's interests as set out below.

We recommend you approve (i) the revocation of the shareholders' resolution of 14 May 2014 and (ii) the authorisation of the board of directors to repurchase and sell own shares pursuant to article 2357 and following articles of the Italian Civil Code, article 132 of the Consolidated Finance Act and article 144-*bis* of the Issuer Regulation in the manner and terms set out herein and in accordance with the provisions of article 73 and Annex 3A, table 4 of the Issuer Regulation.

1) Reasons behind the request to repurchase and/or dispose of own shares.

Authorisation to repurchase and dispose of and/or use own shares is appropriate as it allows the company, after obtaining suitable funding compatible with its future programmes, investments and contractual commitments, to:

- (i) operate on the market in accordance with the applicable laws and regulations and market practices ruling from time to time, including through brokers, to support the liquidity of the World Duty Free share and/or to stabilise its price should prices fluctuate due to irregular trends, including as a result of excess volatility or very illiquid trades;
- (ii) invest in own shares over the medium to long term, including to create long-term investments or to exploit market opportunities;
- (iii) set up a securities portfolio to be used in accordance with the ruling regulations (i) to service share-based payment plans for directors, employees and/or consultants of the company and/or direct or indirect subsidiaries either by granting call options or shares (stock option and stock grant plans) and (ii) in line with the company's strategies, for capital transactions or other transactions or investments deemed of interest to the company involving the swap or sale of shares through exchanges, contributions or other types or sale and/or use;

without prejudice to the reasons leading to their repurchase, the own shares in portfolio or repurchased as a result of this authorisation may be used for one of the other reasons described above and/or sold.

The authorisation request covers the board of directors' authority to perform repeated and subsequent repurchases and sales (or other transactions) of own shares on a revolving basis, including for only a part of the maximum number of shares authorised so that, at any time, the number of shares repurchased and held by the company does not exceed the legal limits or those set by the shareholders.

2) Maximum number, category and nominal amount of the shares covered by the authorisation.

The maximum number of ordinary World Duty Free shares proposed for repurchase, in line with the authorisation proposed herein, in one or more transactions and moreover pursuant to the law, is 12,726,000 (twelve million, seven hundred and twenty-six thousand) ordinary shares without nominal amount. Any ordinary shares held by the company's subsidiaries will be considered in this calculation.

3) Information necessary to perform a proper valuation of compliance with the requirements of article 2357.1/3 of the Italian Civil Code.

The maximum number of shares covered by this authorisation is 5% of the 254,520,000 ordinary shares without nominal amount currently making up the company's entire subscribed and paid-in share capital. Therefore, the authorisation to repurchase own shares complies with article 2357.3 of the Italian Civil Code.

At present, neither the company nor its subsidiaries hold its shares.

Repurchases of own shares covered by this authorisation will be made within the limits of the distributable profits and available reserves as per the most recently approved financial statements as per article 2357 of the Italian Civil Code.

The company's draft separate financial statements at 31 December 2014 (assuming that they will be approved by the shareholders as proposed by the board of directors) include available reserves of €342,655,126.

The board of directors is required to ascertain that the conditions established by article 2357.1/3 of the Italian Civil Code are met for the repurchase of own shares when it makes each of these repurchases.

When own shares are repurchased, sold, exchanged, contributed or impaired, the related accounting entries shall be made in accordance with the law and applicable reporting standards. In the case of sales, exchanges, contributions or impairment losses, the resulting amount may be reused for additional repurchases up to the date of expiry of the shareholders' authorisation, without prejudice to the quantity and expenditure limits and the conditions set by the shareholders.

4) Period for which the authorisation is requested.

The authorisation to repurchase own shares is for the maximum period allowed by article 2357.2 of the Italian Civil Code, i.e., 18 (eighteen) months from the date of approval of this proposal by the shareholders. During this period, the company may repurchase own shares in one or more transactions.

The authorisation to sell, dispose of and/or use the own shares that may be repurchased is requested without a time limit, given the inexistence of legal constraints in this respect and the opportunity to sell them over time freely. The company may undertake the authorised transactions in whole or in part in one or more transactions at any time.

5) Minimum and maximum consideration and market prices used to determine the consideration.

We propose that the repurchases of own shares as per point 1) letter (i) above, i.e., to ensure the World Duty Free share's liquidity and/or to stabilise its price, shall be made at a price per share, including the acquisition costs, that is not higher than the higher of the price of the last independent transaction and the highest independent bid price on the stock exchange organised and managed by Borsa Italiana S.p.A. and, moreover, at a price per share that is not more than 20% higher or lower than the market price of the World Duty Free share in the stock market session before each transaction. This shall also consider that the company must be able to obtain suitable funding compatible with its future programmes, investments and contractual commitments.

We propose that the repurchase of own shares performed for the purposes of point 1, letters (ii) and (iii) above, i.e., for investments or to set up a securities portfolio, shall be made at a price per share, including the acquisition costs, that is not higher than the higher of the price of the last independent transaction and the highest independent bid price on the stock exchange organised and managed by Borsa Italiana S.p.A. and, moreover, at a price per share that is not more than 20% higher or lower than the weighted average of the official price of the ordinary World Duty Free share in the last ten days of trading before the repurchase price or the date on which the price is set. This shall also consider that the company must be able to obtain suitable funding compatible with its future programmes, investments and contractual commitments.

We also propose you authorise the board of directors to sell, dispose of and/or use, pursuant to article 235-ter of the Italian Civil Code, for any reason and at any time, all or part of its own shares in one or more transactions that will be repurchased based on this proposal for the purposes set out in point 1) above in any case without prejudice to the fact that any sale, disposal and/or use of own shares, any gains thereon shall be used for additional repurchases until the authorisation's term expires without altering the quantity and expenditure limits and the other conditions established by the shareholders with this authorisation.

The sales or other disposals or use of own shares in portfolio or repurchased as per this authorisation:

- (a) if made in cash, shall take place at a price per share to be agreed in line with market practices ruling from time to time and may not be more than 10% higher or lower than the market price for the World Duty Free share in the stock market session before each transaction;
- (b) if performed as part of non-recurring transactions as per point 1, letter (iii), including the exchange, contribution, swap or use for capital transactions or other non-recurring corporate and/or financial transactions or financing transactions, they shall comply with the price limits and terms and conditions established by the board of directors;
- (c) if performed as part of share-based payment plans, they shall be assigned to the plan beneficiaries using the methods and terms indicated in the plan regulations.

6) Methods to repurchase and sell own shares.

The own shares will be repurchased on regulated markets. Considering the different objectives set out in point 1, the board of directors proposes that the authorisation be granted for all the types of repurchases allowed by law and ruling from time to time and, hence, pursuant to currently applicable article 132 of the Consolidated Finance Act and article 144-bis of the Issuer Regulation, i.e.:

- (i) through public purchase or exchange offers;
- (ii) through repurchases on regulated markets using the methods established by Borsa Italiana S.p.A. compliant with the characteristics set out in article 144-bis of the Issuer Regulation;
- (iii) through the purchase and sale of derivatives traded on regulated markets that entail the physical delivery of the underlying shares at the conditions set by Borsa Italiana S.p.A.;
- (iv) through the proportionate allocation of put options to shareholders to be exercised before the authorisation as per section 4 expires.

With respect to the sale, disposal and/or use of own shares, the board of directors proposes that the authorisation include adoption of all methods deemed appropriate for the objectives to be achieved, including the sale off regulated markets or to blocks and their exchange as long as they comply with the applicable rules and regulations.

Pursuant to the exemption allowed by article 132.3 of the Consolidated Finance Act, the above operating methods are not applicable if the own shares are purchased by the employees of the company, its subsidiaries or parent or the own shares are assigned to them or subscribed as part of a share-based payment plan pursuant to article 2349 and 2441.8 of the Italian Civil Code or a remuneration plan approved as per article 114-bis of the Consolidated Finance Act.

7) Disclosure if the repurchase transaction is part of a capital decrease.

The authorisation to repurchase own shares is not part of a capital decrease to be achieved through the cancellation of repurchased own shares. However, should a capital decrease be approved in the future by the shareholders, its performance may take place through the cancellation of own shares in portfolio.

Proposed resolution

Dear shareholders,

Should you agree with the above proposal, we recommend you approve the following resolution:

“In their ordinary meeting of World Duty Free S.p.A., the shareholders having

- *examined the report of the board of directors;*
- *acknowledged that, at the date of this meeting, the company does not have own shares and none of its subsidiaries hold World Duty Free S.p.A. shares;*

- read the financial statements at 31 December 2014 approved by them in this ordinary meeting;
- acknowledged the total amount of available reserves as per the separate financial statements of World Duty Free S.p.A. at 31 December 2014, approved today, of €342,655,126;

resolved

1. to revoke, , from the date of this resolution, the resolution to authorise the repurchase and sale of own shares adopted by the shareholders in their ordinary meeting of 14 May 2014;
2. to authorise the board of directors, pursuant to article 2357 and following articles of the Italian Civil Code and article 132 of Legislative decree no. 58 of 24 February 1998, for a period of 18 (eighteen) months from the date of this resolution, to repurchase in one or more transactions and at any time, directly or through brokers, ordinary World Duty Free S.p.A. shares without nominal amount for a maximum of 12,726,000 (twelve million, seven hundred and twenty-six thousand), which number includes both own shares held directly by the company and its shares held by its subsidiaries in order to:
 - (i) operate on the market in accordance with the applicable laws and regulations and market practices ruling from time to time, including through brokers, to support the liquidity of the World Duty Free share and/or to stabilise its price should prices fluctuate due to irregular trends, including as a result of excess volatility or very illiquid trades;
 - (ii) invest in own shares over the medium to long term, including to create long-term investments or to exploit market opportunities;
 - (iii) set up a securities portfolio to be used in accordance with the ruling regulations (i) to service share-based payment plans for directors, employees and/or consultants of the company and/or direct or indirect subsidiaries either by granting call options or shares (stock option and stock grant plans) and (ii) in line with the company's strategies, for capital transactions or other transactions or investments deemed of interest to the company involving the swap or sale of shares through exchanges, contributions or other types or sale and/or use;

without prejudice to the reasons leading to their repurchase, the own shares in portfolio or repurchased as a result of this authorisation may be used for one of the other reasons described above and/or sold.

3. to resolve, pursuant to the law, that the repurchases covered by this authorisation shall not exceed the limits of the distributable profits and available reserves as per the most recently approved financial statements at the transaction date;
4. to authorise, after ensuring suitable funding in line with future programmes, investments and contractual commitments: the repurchase as per point 2 above at a price per share including the acquisition costs:
 - (a) not higher than the higher of the price of the last independent transaction and the highest independent bid price on the stock exchange organised and managed by Borsa Italiana S.p.A. and, moreover, at a price per share that is not more than 20% higher or lower than the market price of the ordinary World Duty Free shares in the stock market session before each transaction, when the acquisition is made for the purposes of point 2, letter (i) above, i.e., to support the share's liquidity and/or to stabilise its price; and
 - (b) not higher than the higher of the price of the last independent transaction and the highest independent bid price on the stock exchange organised and managed by Borsa Italiana S.p.A. and, moreover, at a price per share that is not more than 20% higher or lower than the weighted average of the official price of the ordinary World Duty Free share recorded by Borsa Italiana S.p.A. in the last ten days of trading before the repurchase date or the date on which the price is set, when the acquisition is made for the purposes of point 2, letters (ii) and (iii) above, i.e., for investment or to set up a securities portfolio;
5. to decide that the acquisitions will be made on regulated markets, using all methods allowed by the laws and regulations in force from time to time and, specifically, article 132.1 of the Consolidated Finance Act and article 144-bis.1.a)/b)/c)/d) of the Issuer Regulation;
6. to authorise the board of directors pursuant to article 2357-ter of the Italian Civil Code to sell, dispose of and/or use all or part of the own shares in portfolio, including before completion of the acquisitions of own shares to the maximum limit authorised by this resolution and in compliance with article 2357-ter of the Italian Civil Code, in one or more transactions and at any time, adopting all methods deemed appropriate given the objectives of the acquisitions, which include the sale off regulated markets or to blocks and the

exchange and, moreover, in accordance with the applicable regulations and rules, for the purposes set out in point 2, without prejudice to the fact that these transactions:

(a) if made in cash, shall take place at a price per share to be agreed in line with market practices ruling from time to time and may not be more than 10% higher or lower than the market price for the World Duty Free share in the stock market session before each transaction;

(b) if performed as part of non-recurring transactions as per point 2, letter (iii), including the exchange, contribution, swap or use for capital transactions or other non-recurring corporate and/or financial transactions or financing transactions, they shall comply with the price limits and terms and conditions established by the board of directors;

(c) if performed as part of share-based payment plans, they shall be assigned to the plan beneficiaries using the methods and terms indicated in the plan regulations.

7. to make all accounting entries necessary or appropriate, pursuant to article 2357-ter.3 of the Italian Civil Code, for the transactions involving own shares in accordance with the ruling laws and reporting standards;

8. to give the board of directors and, hence, the chairman and the CEO, including separately, the most wide-ranging powers necessary or suitable to repurchase the own shares, within the limits and at the terms set out herein, and to carry out the sales, disposals and/or uses of all or part of the own shares in portfolio up to the limits and at the terms set out above and, moreover, in order to achieve this purpose, also including agents and by engaging legally-authorized brokers, approving each and every order for the repurchase and in compliance with any requests from the relevant authorities".

* * *

MATTER 4) ON THE AGENDA

Discussion of the remuneration policy as per article 123-ter of Legislative decree no. 58 of 24 February 1998. Remuneration report; related resolutions.

Introduction

Dear shareholders,

Pursuant to article 123-ter.6 of the Consolidated Finance Act, in your annual meeting called to approve the separate financial statements, you are required to resolve on the section of the remuneration report detailing the company's remuneration policy for its directors, general managers and key management personnel and the procedures applied to adopt and implement this policy in accordance with the above article 123-ter.3 of the Consolidated Finance Act.

As specified by article 123-ter.6 of the Consolidated Finance Act, the shareholders' resolutions taken about the remuneration policy for directors, general managers and key management personnel and the related procedures to adopt and implement this policy are not binding and shall be limited to the expression of a favourable or unfavourable opinion on such policy and its adoption and implementation.

Moreover, article 11 of the by-laws states that, in accordance with article 123-ter of the Consolidated Finance Act, the shareholders are required to resolve on the remuneration policies of the directors, general managers and key management personnel and the procedures used to adopt and implement these policies.

Reference should be made to the remuneration report prepared by the board of directors as per article 123-ter of the Consolidated Finance Act and article 84-*quater* of the Issuer Regulation and Annex 3A, tables 7-*bis* and 7-*ter* thereto for more information. This report will be made available to the market using the methods and terms set by current laws and regulations.

Proposed resolution

Dear shareholders,

Should you agree with the remuneration report presented to you, we recommend you approve the following resolution:

"In their ordinary meeting, after having examined the remuneration report prepared by the board of directors as per the current laws and regulations and article 11 of the by-laws, the shareholders of World Duty Free S.p.A.

resolved

- a) to express a favourable opinion on the remuneration policies for the directors, general managers and key management personnel;*
- b) to express a favourable opinion on the procedures used to adopt and implement the policies as per point (a) of this resolution.”*

* * *

Milan, April 13, 2015

On behalf of the board of directors
Chairman
Gianmario Tondato da Ruos