

# Results of Board of Directors' proposals during Dufry's Ordinary General Meeting

The Ordinary General Meeting of Dufry AG was held on May 18, 2020 in compliance with the Swiss Federal Council on measures to combat the Coronavirus (COVID-19).

Shareholders duly registered in the share register of the Company representing 26,423,071 shares and 48% of the total share capital of Dufry AG were represented at the meeting.

Following are the 10 resolutions made by the Board of Directors during the meeting, and the results.

1. The proposal to elect Mr. Yves Gerster, Chief Financial Officer of the Company, as chair of the Ordinary General Meeting, the Board of Directors' proposal was accepted by 99.67% of the votes represented.
2. The proposals (i) to approve the Consolidated Financial Statements and the Annual Financial Statements for 2019 and (ii) to approve on a non-binding consultative basis the Remuneration Report for 2019, the Board of Directors' proposals were accepted by 99.43% and 88.53%, respectively.
3. The proposal to carry forward the retained loss of CHF 366,143,000 was accepted by 99.62% of the votes represented. No dividend will be paid.
4. The proposal to grant discharge to the members of the Board of Directors and the persons entrusted with management for their activities in the financial year 2019 was accepted by 97.41% of the votes represented.
5. The proposal to increase the conditional share capital from CHF 4,442,160 to CHF 63,500,000 and to amend Article 3bis paras. 1 and 4 of the Articles of Incorporation was accepted by 89.53% of the votes represented.
6. The proposals to re-elect (i) Mr. Juan Carlos Torres Carretero as member and Chairman of the Board of Directors; (ii) Mr. Jorge Born; (iii) Ms. Claire Chiang; (iv) Mr. Julián Díaz González; (v) Ms. Heekyung Jo Min; (vi) Mr. Luis Maroto Camino; (vii) Mr. Steven Tadler; (viii) Ms. Lynda Tyler-Cagni as members of the Board of Directors and to elect (ix) Ms. Mary J. Steele Guilfoile as member of the Board of Directors until the completion of the next Ordinary General Meeting were accepted by 94.17%, 98.28%, 94.13%, 94.22%, 98.71%, 99.01%, 98.70%, 99.00% and 95.21%, respectively, of the votes represented.
7. The proposals to elect (i) Ms. Claire Chiang; (ii) Ms. Heekyung Jo Min; and (iii) Mr. Jorge Born as members of the Remuneration Committee until the completion of the next Ordinary General Meeting were accepted by 92.01%, 98.55% and 96.13%, respectively, of the votes represented.
8. The proposal to re-elect Ernst & Young Ltd as the Auditors for the financial year 2020 was accepted by 99.18% of the votes represented.
9. The proposal to re-elect Altenburger Ltd legal + tax as the Independent Voting Rights Representative until the completion of the next Ordinary General Meeting was accepted by 99.38% of the votes represented.
10. The proposals to approve a maximum aggregate amount of compensation (i) of the Board of

Directors for the term of office from the 2020 Ordinary General Meeting to the 2021 Ordinary General Meeting of CHF 8.5 million and (ii) of the Global Executive Committee for the financial year 2021 of CHF 34.0 million were accepted by 89.39% and 91.46%, respectively, of the votes represented.