

CAMPARI GROUP

RELATED PARTY TRANSACTIONS POLICY

DAVIDE CAMPARI-MILANO N.V.

Adopted by the Board of Directors on 27 October 2020

1. INTRODUCTION

- 1.1 Transactions with Related Parties (as defined below) may cause prejudice to the Company (as defined below) and its shareholders, as they may give the Related Party the opportunity to appropriate value belonging to the Company. In the light of these provisions, the Company has adopted this Policy on Related Party Transactions.
- 1.2 The purpose of this policy is to assist the Board of Directors in reviewing, approving and ratifying Related Party Transactions. This policy is intended to supplement, and not to supersede, the Company's other policies that may be applicable to or involve transactions with related parties.
- 1.3 This policy is complementary to the conflict of interest provisions under Dutch law, the Dutch Civil Code (the **DCC**), the Dutch Corporate Governance Code, the articles of association of the Company and By-Laws of the Board of Directors.
- 1.4 This policy applies to each Related Party Transaction as well as any material changes to an existing Related Party Transaction.
- 1.5 Members of the Board of Directors are under the obligation to follow the process outlined by this policy under the below circumstances.

2. SCOPE AND DEFINITIONS

- 2.1 This policy applies to any Transaction (as defined below) that falls within the scope of Sections 2:167 up to and including 2:170 DCC (as those read from time to time – the provisions as they read on the day of establishment of this Policy are set out in Annex I for reference) (hereinafter referred to as a **Related Party Transaction**).
- 2.2 A Transaction shall not qualify as a Related Party Transaction in the following events:
 - (a) the Transaction is entered into in the ordinary course of business or concluded on normal market terms;
 - (b) the Transaction is between Subsidiaries or the Company and a Subsidiary;
 - (c) the Transaction concerns the remuneration of members of the Board of Directors pursuant to Article 135 DCC; and
 - (d) the Transaction is offered to all shareholders on the same terms with due observance of the equal treatment of shareholders.
- 2.3 In this policy, the following terms have the meaning described thereafter:
 - (a) **Board of Directors** means the board of directors of the Company.
 - (b) **Close Family Member** means any child, stepchild, parent, stepparent, spouse, sibling, step-sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law and/or cohabitee of one of the individuals regarded as Related Parties pursuant to letter (g) below.
 - (c) **Company** means Davide Campari-Milano N.V.

- (d) **Company Secretary** means the Company's secretary appointed from time to time.
- (e) **Control and Risks Committee** means the Company's control and risks committee.
- (f) **Related Party** means:
- (i) a legal entity (or legal entities) or individual(s) who (jointly) legally or beneficially holds at least 10% of the shares and/or depositary receipts thereof in the issued share capital of the Company from time to time;
 - (ii) a member of the Board of Directors;
 - (iii) any Close Family Member of a member of the Board of Directors;
 - (iv) any nominee for appointment as member of the Board of Directors pursuant to article 15 of the articles of association of the Company and any Close Family Member of such nominee;
 - (v) other legal entities or individuals who are regarded as related parties in International Accounting Standards (IAS) 24 (as it reads from time to time – the provision as its reads on the day of establishment of this Policy is set out in Annex II for reference).
- (g) **Subsidiary**: a subsidiary within the meaning of section 2:24a of the Dutch Civil Code.
- (h) **Transaction**: any legal relationship (*rechtsverhouding*) of any nature, including but not limited to financial transactions, arrangements of any series of recurring transactions, indebtedness, guarantees, employment agreements and consultancy agreements as well as the termination or waiver of rights under, or amendment to, any transaction, agreement or arrangement, all in the broadest sense.

2.4 This policy shall apply to Related Party Transactions entered into by the Company directly or indirectly through any of its Subsidiaries.

3. NOTIFICATION OF THE TRANSACTION TO THE CONTROL AND RISKS COMMITTEE

3.1 The internal function of the Company from time to time responsible for the entering into a Transaction shall immediately verify whether the counterparty is a Related Party of the Company, consulting this policy and contact the Company Secretary. If the Transaction qualifies as a Related Party Transaction pursuant to this policy, the Company Secretary shall promptly notify the members of the Control and Risks Committee.

3.2 The notification as referred to under 3.1 above shall be made by way of the notice, attached to this policy as Annex III, and shall include a complete description of the Related Party Transaction including:

- the name of the Related Party and the basis on which the person is a Related Party;
- the Related Party's interest in the Transaction with the Company, including the Related Party's position(s) or relationship(s) with, or ownership in, a firm, corporation, or other legal entity that is a party to, or has an interest in, the relevant Transaction;

- indication of the value of the amount involved in the relevant Transaction;
- indication of the value of the amount of the Related Party's interest in the Transaction, which shall be computed without regard to the amount of profit or loss realized by such Related Party; and
- any other information regarding the Transaction or the Related Party in the context of the relevant Transaction that could be material to investors in light of the circumstances of the particular Transaction.

3.3 When reviewing the envisaged Related Party Transaction, the Control and Risks Committee shall consider all relevant facts and circumstances, including without limitation the commercial reasonableness of the terms, the benefit and perceived benefit, or lack thereof, to the Company, opportunity costs of alternate transactions, the materiality and nature of the Related Party's direct or indirect interest, and the actual or apparent conflict of interest of the Related Party.

3.4 The Control and Risks Committee may decide, upon review of all relevant information, that the Transaction does not constitute a Related Party Transaction, and thus no further review is required under this policy.

4. APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS BY THE BOARD

4.1 The entering by the Company into a Related Party Transaction which is material pursuant to Section 2:167 DCC (hereinafter referred to as a **Material Related Party Transaction**) requires prior approval of the Board of Directors. After finalizing its review as described above, to the extent the Transaction is a Material Related Party Transaction, the Control and Risks Committee will advise the Board of Directors in order to allow the latter to take a decision. The approval of the Board of Directors requires the affirmative vote of the majority of the non-executive directors of the Board of Directors.

4.2 A member of the Board of Directors and/or member of the Control and Risks Committee shall not participate in deliberating or decision-making within the Control and Risks Committee and the Board of Directors with respect to a Material Related Party Transaction where he or she qualifies as a Related Party.

4.3 All Material Related Party Transactions between the Company and individuals or legal entities who hold directly or indirectly at least (i) 10% of the issued and outstanding shares in the Company or (ii) 10% of the exercisable voting rights in the Company must be agreed on terms that are customary in the market.

5. DISCLOSURE OF RELATED PARTY TRANSACTIONS

5.1 Disclosure of a Material Related Party Transaction shall be made at the latest at the time of its conclusion and shall contain at least:

- (i) the nature of the relation with the Related Party;
- (ii) the name of the Related Party;
- (iii) the date of the Material Related Party Transaction;
- (iv) the value of the Material Related Party Transaction; and

- (v) other information necessary to assess whether or not the Material Related Party Transaction is fair and reasonable from the perspective of the Company and of the shareholders who are not a related party, including minority shareholders.

5.2 The following items must be also disclosed in the explanatory notes to the Annual Accounts:

- (i) the extent of the Material Related Party Transaction;
- (ii) the nature of the relation with the Related Party; and
- (iii) other information necessary to provide insight into the financial position of the Company.

5.3 Material Related Party Transactions shall furthermore be disclosed in the manner and to the extent required under applicable laws and regulations (including market abuse rules, Italian law, the Dutch Corporate Governance Code, IAS 24 and applicable accounting standards).

6. MISCELLANEOUS

6.1 Any violation of this policy can lead to disciplinary action, up to and including termination of employment or function.

6.2 This policy is not intended to conflict with any applicable law, including any provisions of the DCC on (potential) conflicts of interest. If an applicable law conflicts with this policy or contains more stringent requirements, the Company and the relevant person(s) shall comply with the law.

6.3 The Control and Risks Committee shall review and reassess the adequacy of this policy regularly and recommend any proposed changes to the Board of Directors for approval.

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ANNEX I

SECTIONS 2:167 UP TO AND INCLUDING 2:170 DCC

Article 2:167 DCC

1. This Section applies to companies whose shares or depositary receipts issued for its shares with the cooperation of such company are admitted to trading on a regulated market as referred to in Article 1:1 of the Financial Supervision Act (*Wet op het financieel toezicht*).
2. In this Section related party has the same meaning as in the standards which have been adopted by the International Accounting Standards Board and approved by the European Commission.
3. A transaction shall be deemed material, if:
 - (a) the information qualifies as inside information as referred to in Article 7 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse; and
 - (b) it was entered into between the company and a related party, including in any event:
 - (i) one or more shareholders who alone or together represent at least one-tenth of the issued share capital;
 - (ii) a director of the company; or
 - (iii) a supervisory board member of the company.
4. Non-material transactions with the same related party that have been concluded in the same financial year are aggregated for the purposes of Article 169(1) to (4), inclusive.

Article 2:168 DCC

For transactions entered into in the ordinary course of business and concluded on normal market terms the supervisory board or, if Article 129a applies, the board shall establish an internal procedure to periodically assess whether these conditions are fulfilled.

Article 2:169 DCC

1. No later than the time of the conclusion of the transaction a company shall publicly announce any material transaction with a related party which is not entered into in the ordinary course of business and not concluded on normal market terms.
2. The announcement shall contain at least information on:
 - (a) the nature of the related party relationship;

- (b) the name of the related party;
 - (c) the date of the transaction;
 - (d) the value of the transaction; and
 - (e) other information necessary to assess whether or not the transaction is fair and reasonable from the perspective of the company and of the shareholders who are not related parties.
3. Material transactions with a related party which are not entered into in the ordinary course of business and concluded on normal market terms, must be approved by the supervisory board or, if Article 129a applies, by the board. If the company has no supervisory board or Article 129a does not apply, the transactions must be approved by the general meeting.
4. A director, supervisory board member or shareholder who is involved in a transaction with a related party shall not participate in the decision-making. Article 129(6), second and third sentence, and Article 140(5), second sentence, apply mutatis mutandis.
5. This article does not apply to transactions:
- (a) between the company and a subsidiary;
 - (b) regarding the remuneration of directors and supervisory board members or certain elements of their remuneration awarded or due in accordance with Articles 135 or 145;
 - (c) entered into by credit institutions as referred to in Article 398(7)(b) on the basis of measures, aiming at safeguarding their stability, adopted by the Dutch Central Bank (*De Nederlandsche Bank N.V.*) or the European Central Bank, if the latter is the competent authority in charge of the supervision pursuant to Articles 4 and 6 of the Regulation on prudential supervision of credit institutions as referred to in Article 1:1 of the Financial Supervision Act (*Wet op het financieel toezicht*);
 - (d) offered to all shareholders on the same terms, where the equal treatment of all shareholders and the protection of the interests of the company and its related business is ensured.

Article 2:170 DCC

Articles 168 and 169(1), (2) and (5) also apply where a material transaction is entered into by a subsidiary of the company with a party which is a related party of the company.

ANNEX II

Related Parties under International Accounting Standards (IAS) 24

IAS 24.9

A related party is a person or entity that is related to the entity that is preparing its financial statements (referred to as the 'reporting entity')

- (a) A person or a close member of that person's family is related to a reporting entity if that person:
 - (i) has control or joint control over the reporting entity;
 - (ii) has significant influence over the reporting entity; or
 - (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

- (b) An entity is related to a reporting entity if any of the following conditions applies:
 - (i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment defined benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

IAS 24.11

The following are deemed not to be related:

- two entities simply because they have a director or key manager in common
- two venturers who share joint control over a joint venture
- providers of finance, trade unions, public utilities, and departments and agencies of a government that does not control, jointly control or significantly influence the reporting entity, simply by virtue of their normal dealings with an entity (even though they may affect the freedom of action of an entity or participate in its decision-making process)
- a single customer, supplier, franchiser, distributor, or general agent with whom an entity transacts a significant volume of business merely by virtue of the resulting economic dependence

ANNEX III

NOTICE OF RELATED PARTY TRANSACTION

1. Name of the Related Party:

2. Basis on which the person is a Related Party:

3. The Related Party's interest in the Related Party Transaction with the Company, including the Related Party's position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is a party to, or has an interest in, the Transaction:

4. Indication of the value of the amount involved in the relevant Transaction:

5. Indication of the value of the amount of the Related Party's interest in the Transaction, which shall be computed without regard to the amount of profit or loss:

6. Any other information regarding the Transaction or the Related Party in the context of the relevant Transaction that could be material to investors in light of the circumstances of the particular Transaction: