



## NOTICE OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

Notice is hereby given that the ordinary shareholders' meeting (single call) of Davide Campari-Milano S.p.A. will be held at Campari Academy, Via Campari 23, in Sesto San Giovanni (Milan), at 9.30 am on Friday 30 April 2015.

Agenda

### **Extraordinary part**

1. A proposal to renew, for a further five years from the date of resolution, the powers given to the Board of Directors to increase capital, against payment or otherwise, with express recognition of the option to additionally adopt the resolutions pursuant to Article 2441, paras. 4 and 5 of the Italian civil code, as well as to issue bonds convertible into shares of the Company, securities (not only bonds) that allow subscription to new shares and participating financial instruments pursuant to Article 2346, para. 6 of the Italian civil code; approval of the resulting amendments to the Articles of Association, numbering of paragraphs in article 20 and correction of mistake in paragraph 2 of the same article.

### **Ordinary part**

1. Approval of the annual financial statements for the year ending 31 December 2014 and related resolutions;
2. Approval of the remuneration report pursuant to article 123-ter of Legislative Decree 58/98;
3. Approval of the stock option plan pursuant to article 114-bis of Legislative Decree 58/98;
4. Authorization to buy and/or sell own shares.

### **1. Eligibility and procedure for exercising rights connected with the shareholders' meeting**

The Company has subscribed and paid-up capital totaling € 58,080,000.00, represented by 580,800,000 ordinary shares with voting rights and a nominal value of € 0.10 per share, which means that each holder of at least one share is entitled-within the specified terms-to attend the shareholders' meeting and to exercise the relevant voting rights.

Pursuant to article 11 of the articles of association and article 83-sexies of Legislative Decree 58/98 (the 'TUF'), entitlement to attend and vote at shareholders' meetings shall be verified subject to notification by the financial intermediary that the individual has shares registered therewith. Such notification shall be made on the basis of its accounting records on the seventh open market day preceding the date set for the shareholders' meeting (i.e. 21 April 2015). All those who therefore become shareholders as a result of registrations made after the above-mentioned date shall not be entitled to attend the shareholders' meeting nor to exercise the relevant voting rights.

Notification by the intermediary, as mentioned at the beginning of the previous paragraph, must be received by the Company by the end of the third open market day preceding the date set for the shareholders' meeting, although shareholders shall also be considered entitled to vote if such notification arrives by the start of the meeting proceedings at the latest.

### **2. Right to submit questions**

Shareholders also have the right to submit questions on agenda items before the shareholders' meeting, but in any event by the end of the third day preceding the date set for the meeting. Questions must be sent via registered mail to the Company's registered office, for the attention of the Corporate Secretariat, or by email to the certified email address: [ssg.cbd@pec.campari.com](mailto:ssg.cbd@pec.campari.com).

This right shall be deemed to have been validly exercised only if accompanied by certification from the financial intermediary proving entitlement to vote at a shareholders' meeting, unless the Company has already received said communication, as mentioned in section 1 above (in which case no further certification shall be necessary).

Responses to questions received before the shareholders' meeting shall be given during the meeting at the latest; the relevant bodies shall have the right to provide a single answer to similar or related questions.

### **3. Right to add items to the agenda**

Pursuant to article 126-bis of the TUF, parties with voting rights that jointly or individually represent at least one fortieth of the share capital, may, within ten days of publication of this notice, request the Company to add items to the agenda, indicating in their request the additional issues proposed, or make proposals relating to items already on the agenda.

Requests to add items to the agenda shall not be valid if even one of the following conditions is not met:

- (i) requests must be made in writing and sent by registered mail to the Company's registered office, for the attention of the Corporate Secretariat, or to the certified email address: [ssg.cbd@pec.campari.com](mailto:ssg.cbd@pec.campari.com);
- (ii) they must be received by the Company by the deadline stipulated at the beginning of this section;
- (iii) they must be accompanied by the relevant certification from the intermediary proving that the proposers hold the number of shares necessary to make the request;
- (iv) they must not relate to issues that the shareholders' meeting is required to vote on by law following the proposal of directors or based on a draft or report prepared by directors other than those stipulated by article 125-ter, paragraph 1 of the TUF.

Proposers must attach a report setting out the reasons for the proposed resolutions relating to new items or to items that are already on the agenda following the same procedures and by the deadline for the submission of requests for items to be added to the agenda or proposed resolutions relating to items already on the agenda.

If requests are validly formulated, the Company shall give notice of such requests in accordance with the methods stipulated for the publication of the notice of the meeting within fifteen days before the date for which the shareholders' meeting has been convened. The report prepared by the proposers, together with any observations made by the Company's Board of Directors, shall be made available to the public (in the forms set out in section 6 below) by the same deadline.

### **4. Option to exercise the right to vote by proxy.**

Each shareholder entitled to rights connected with shareholders' meetings (within the terms set out in section 1) may also exercise the above-mentioned rights via a chosen proxy to be issued a valid written proxy pursuant to legislation.

Proxy forms are available on the Company's website at <http://www.camparigroup.com/en/governance/agm>. Once duly completed and signed, forms can be sent via registered mail to the Company's registered office, for the attention of the Corporate Secretariat, or by email to the certified email address: [ssg.cbd@pec.campari.com](mailto:ssg.cbd@pec.campari.com).

A proxy may also be granted to the representative of shareholders Simon Fiduciaria S.p.A., appointed pursuant to article 135-undecies of the TUF, using the form available on the Company's website <http://www.camparigroup.com/en/governance/agm>; subject, however, to receipt by the strict deadline of the end of the second open market day preceding the date set for the shareholders' meeting, failing which it shall not be deemed valid. It must be sent via registered mail to the domicile chosen for this purpose, to Simon Fiduciaria S.p.A., Via del Carmine 10, Turin, 10122, or notified in advance by fax to (+39) 011 4310197 or by email to [simonfidspa@legalmail.it](mailto:simonfidspa@legalmail.it).

The proxy granted to Simon Fiduciaria S.p.A. in accordance with the first part of the previous section shall be valid only for proposals for which voting instructions have been provided and may be validly revoked only within the deadline set out in that section.

### **5. Postal or electronic voting**

There are no procedures for postal or electronic voting.

### **6. Access to related documentation**

All documentation relating to the shareholders' meeting set out by applicable legislation are available from today to the public either by publication on the Company's website <http://www.camparigroup.com/en/governance/agm>, or by filing at the Company's registered office and on the 1INFO circuit for the storage of Regulated Information ([www.1info.it](http://www.1info.it)) as specified in the notice of meeting published today.

The financial statements and/or the summary of the main data of the Company's subsidiaries and affiliates, pursuant to Article 2429 of the Italian civil code, shall be made available to the public at the registered office only, at least 15 days before the shareholders' meeting.

Sesto San Giovanni, 27 March 2015

Chairman of the Board of Directors  
Luca Garavoglia