



## NOTICE OF ORDINARY SHAREHOLDERS' MEETING

Notice is hereby given that the ordinary shareholders' meeting (single call) will be held at the registered office of Davide Campari-Milano S.p.A. at Via Franco Sacchetti 20, in Sesto San Giovanni (Milan), at 9.30 am on Tuesday 30 April 2013.

### Agenda

1. Approval of the annual financial statements for the year ending 31 December 2012 and related resolutions;
2. Appointment of the Board of Directors;
3. Appointment of the Board of Statutory Auditors;
4. Approval of the remuneration report pursuant to art. 123-*ter* of Legislative Decree 58/98;
5. Approval of the stock option plan pursuant to art. 114-*bis* of Legislative Decree 58/98;
6. Authorisation 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 totalling € 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 voting rights.

Pursuant to art. 11 of the articles of association and art. 83-*sexies* of Legislative Decree 58/98 (the "T.U.F."), 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. 19 April 2013). 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 or to exercise 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 the individual 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 open market 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 art. 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 art. 125-ter, para. 1 of the T.U.F.

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 individual entitled to rights connected with shareholders' meetings (within the terms set out in section 1) may also exercise the above-mentioned rights via a proxy of his/her choice and to whom he/she has issued a valid written proxy pursuant to legislation. Proxy forms are available on the Company's website at <http://www.camparigroup.com/it/investors/assemblee-azionisti/archivio-2013.shtml>. 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 art. 135-undecies of the T.U.F., using the form available on the Company's website <http://www.camparigroup.com/it/investors/assemblee-azionisti/archivio-2013.shtml>; 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 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, namely, the report on directors' remuneration pursuant to art 123-ter of the T.U.F., directors' explanatory reports on the proposal to buy and/or sell own shares and on the stock option plan pursuant to art. 114-bis of the T.U.F., and on agenda items pursuant to art. 125-ter of the T.U.F., shall be made available to the public either by publication on the Company's website <http://www.camparigroup.com/it/investors/assemblee-azionisti/archivio-2013.shtml>, or by filing at the Company's registered office and at Borsa Italiana S.p.A., in accordance with statutory deadlines.

The financial statements of the Company's subsidiaries and affiliates shall be made available to the public at the registered office only, at least 15 days before the shareholders' meeting.

#### **7. Appointment of the Board of Directors**

With reference to item 2 on the agenda, note that pursuant to arts. 14 and 15 of the Company's articles of association, the Board of Directors, comprising between three and fifteen members, shall be appointed on the basis of lists submitted by the shareholders in accordance with the procedure stipulated by law, the regulations in force and the articles of association.

Shareholders representing at least 1% of the Company's share capital, as set out in art.144-*quater*, para. 1 (b), of the Issuer Regulation, and Consob regulation 18452 of 30 January 2013, shall be entitled to submit lists.

Lists submitted by shareholders may contain a maximum of 15 candidates, numbered sequentially.

Each candidate may appear on one list only, or shall be deemed ineligible.

If several lists are submitted, they must not be connected, even indirectly, to each other in any way. Each shareholder may not therefore submit or be a party to the submission of more than one list, either directly or indirectly through a nominee or fiduciary company.

The lists, accompanied by the CVs of the nominated individuals, must be submitted at least 25 days before the shareholders' meeting. Lists should be signed by the shareholders submitting them and 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.

By the same deadline, candidates must submit declarations stating that they accept their candidacy and that there are no grounds of ineligibility or incompatibility, as laid down by law, and that they meet the requirements stipulated by legislation and the articles of association to fulfil the role, together with a list of the director and auditor positions they hold at other companies.

The lists of candidates are published by the Company twenty-one days before the shareholders' meeting in accordance with the procedures established by the regulations in force. The relevant stock certificates must also be sent by the same deadline.

Each list must include, and expressly indicate that:

- at least one-fifth of the candidates are of the less-represented gender pursuant to Law. 120 of 12 July 2011; and

- there is at least one independent director pursuant to art. 147-ter of Legislative Decree 58/98; where the list is composed of more than seven candidates, it must include, and expressly indicate, a second independent director pursuant to art. 147-ter of the above-mentioned decree.

In each list, the directors that possess the requirements of independence may also be expressly indicated, as appropriate, pursuant to the codes of conduct prepared by companies managing regulated markets or trade associations.

### **8. Appointment of the Board of Statutory Auditors**

With reference to item 3 on the agenda, note that pursuant to art. 27 of the Company's articles of association, the Board of Statutory Auditors, composed of three permanent auditors and two deputy auditors, shall be appointed on the basis of lists presented by shareholders in accordance with the procedure stipulated by law and by the regulations in force, as supplemented by art. 27.

Pursuant to art. 144-sexies of the Issuer Regulation, para. 2, and Consob resolution 18452 of 30 January 2013, shareholders representing at least 1% of the share capital are entitled to submit lists.

Minority shareholders - which do not directly or indirectly comprise a related party - may elect one permanent auditor, who shall be the Chairman of the Board of Statutory Auditors, and one deputy auditor, pursuant to art. 148, para. 2 of Legislative Decree 58/1998 and the related regulatory provisions.

Lists shall be submitted at least 25 days before the date set for the shareholders' meeting and must be sent via registered mail to the Company's registered office, for the attention of the Corporate Secretariat, or email to the certified email address: ssg.cbd@pec.campari.com.

The appointment shall be made on the basis of lists, on which the candidates are numbered sequentially. The lists are divided into two sections - one for candidates for the position of permanent auditor and one for candidates for the position of deputy auditor.

The lists shall be published by the Company twenty-one days before the shareholders' meeting in accordance with the procedures established by the regulations in force. The relevant stock certificates must also be sent by the same deadline.

Each section of the list must include, and expressly indicate, that at least one-fifth of the candidates are of the less-represented gender pursuant to Law 120 of 12 July 2011.

The lists must also contain the following, either in the main body or as an attachment:

- (i) information on the identity of the shareholders that presented the lists, indicating the total percentage of the shareholding and the relevant stock certificates;
- (ii) a declaration from shareholders that do not hold, even jointly, an absolute or relative majority stake attesting that they are not related parties pursuant to art. 144-quinquies of the Issuer Regulation;
- (iii) comprehensive information on the personal and professional qualities of the candidates, together with a declaration from the candidates stating that they possess the requirements stipulated by law and that they accept their candidacy. This must include a list of positions held as director or auditor at other companies.

If, once the deadline for presenting lists has elapsed, only one list has been submitted, or the only lists submitted are from shareholders that are related to each other pursuant to applicable legislation, further lists may be submitted up to the third day following that date.

In this case, the above-mentioned threshold shall be reduced by half. In these circumstances, the Company shall provide notification without delay in accordance with the means stipulated by the regulatory provisions in force.

A shareholder may not submit or vote for more than one list, either directly or through an intermediary or fiduciary company. A candidate may appear on one list only, or shall be deemed ineligible.

Sesto San Giovanni, 20 March 2013

Chairman of the Board of Directors  
Luca Garavoglia