

## Davide Campari – Milano S.p.A.

### Remuneration report pursuant to article 123-ter of the TUF

#### Section I

a) The remuneration policy for directors, general managers and other managers with strategic responsibilities is determined by the Company's Board of Directors on the proposal of the Remuneration and Appointments Committee, after consultation with the Board of Statutory Auditors.

b) The Remuneration and Appointments Committee, a Board of Directors committee, comprises three members, all of whom are non-executive members and two of whom are independent. Pursuant to art. 22 of the Articles of Association, the Remuneration and Appointments Committee is responsible for formulating proposals for the appointment and remuneration of directors who have been given specific functions and powers and, where appropriate, of those who hold key positions in the Company's senior management. The Remuneration and Appointments Committee meets regularly to conduct its business, and may involve other relevant corporate functions, as required.

c) In accordance with the company's policy of reducing the use of external consultants and associated expenses to a minimum, no external consultants were involved in preparing the remuneration policy.

d) The remuneration policy for executive directors aims to determine the appropriate remuneration for senior managers and to foster their loyalty, using three different mechanisms: (i) fixed salary; (ii) annual variable performance-based pay; and (iii) the allocation of stock options. The principles of the remuneration policy and the instruments used have not changed in the last few years and also apply to the rest of the Group's management. For the Chairman of the Company only, given the particular features of the role, which mainly involves corporate representation duties, remuneration consists only of a fixed salary component and stock options.

e) Specifically, the following applies:

The fixed salary component provides appropriate and guaranteed basic remuneration for the performance of executive directors' duties. The duties undertaken by executive directors cannot be remunerated only through variable instruments, as this could lead to a zero pay-out during adverse market conditions not due to the directors themselves. This fixed salary component may consist of: (i) remuneration from employment, or (ii) remuneration for the position held pursuant to art. 2389 of the Italian Civil Code, or (iii) a combination of the two elements.

The annual variable performance-based pay serves as a short-term incentive for achieving ambitious annual results for the Company and the Group. The targets for obtaining annual

variable performance-based pay are defined each year by the Board of Directors, on the proposal of the Remuneration and Appointments Committee, based on profitability and cash-generation indices that can easily be verified by consulting the next year's financial statements.

If the stated targets are achieved in full, the variable pay component is equal to around 100% of the fixed salary.

Stock options serve to encourage loyalty and provide an incentive for management to achieve medium-term growth results to ensure that not too much focus is placed on the short term. Executive directors participate in stock option plans approved by the shareholders' meeting for a large number of beneficiaries, under the same conditions.

Stock options, by their very nature, only acquire a value if the price of the Company's shares increase, and are therefore directly correlated with the creation of shareholder value. Given their nature, it is difficult to formulate reliable assessments of the percentage of total pay comprised by stock options, compared with the fixed salary and annual variable performance-based components. Experience in previous years, however, shows that the relevant amounts may be quite significant when the Campari stock performs well.

f) Executive directors who regularly perform duties for the Company enjoy the same benefits (car, mobile phone, supplementary pension, etc.) that are provided to the top band of the Company's senior managers.

g) The targets for determining the annual variable compensation are defined each year in advance, based on ambitious profitability and cash-generation targets for the whole Group. These targets are determined in such a way that they cannot be achieved through short-term managerial decisions which would compromise the strength of the trademarks managed in the long term, such as cutting advertising investment, or the company's ability to generate cash, as would happen in the case of non-physiological growth in operating working capital.

As explained earlier, if the stated objectives are achieved in full, the variable compensation is equal to around 100% of the fixed salary. If the targets are not achieved, the variable compensation is reduced disproportionately, and becomes zero if results are equal to or less than 80% of the target. Similarly, if the targets are exceeded, the compensation is increased disproportionately up to a maximum amount for results equal to or higher than 120% of the target.

Since the variable pay component for executive directors is calculated on the basis of a profitability and consolidated cash generation target, and stock options are by their nature linked to the stock's performance, and hence the Company's results, both the short-term and the medium- to long-term variable components are closely correlated with business performance and therefore the Company's interests. Overall, the significant percentage of the annual variable pay component and stock options compared with the fixed salary component means that the related

cost to the Company is largely variable, which provides a natural hedging if the Company's performance is below expectations.

(j) In relation to the various types of executive director remuneration:

The fixed salary is paid monthly.

The annual variable pay component accrues when the consolidated financial statements in question are approved. The elements for calculating the amount due are drawn from these statements using arithmetic formulae.

The right to exercise the stock options accrues five years after they have been assigned. The stock options may be exercised in the two-year period after the right has accrued, notwithstanding the Company's right to introduce blocking periods, should the circumstances require, when the options may not be exercised.

There are no ex post adjustment mechanisms for each category of remuneration, except in the event of significant acquisitions when the Board of Directors has the right to review the target relating to the annual variable component if this has become immaterial due to the acquisition.

k) The beneficiaries of stock options have no specific obligations to continue to hold the acquired shares in their portfolios.

l) In the event that a director's employment with the Company is terminated prematurely, no specific compensation shall be paid other than any statutory entitlement, and there are no other agreements with directors that make provision for the termination of office.

m) All directors and auditors of Group companies, including Davide Campari-Milano S.p.A., are beneficiaries of a D&O (Directors' and Officers' Liability) insurance policy at market conditions for this type of cover.

n) Independent directors are entitled to the same remuneration as other directors: there is therefore no specific remuneration policy for independent directors. A specific fee is paid to directors for their participation in committees. The fee is commensurate with the activities deemed to be required, given the type of committee. There are no roles markedly different from that of the Chairman, nor any specific remuneration policies relating to other roles.

o) Although the remuneration policy was not determined with reference to other companies, it is generally in line with the policies of other companies of a similar size and similar financial results.

## **Section II**

### **First part**

There are no agreements that make provision for compensation to be paid to directors in the event of the early termination of employment.

## Second Part

**TABLE 1:** Remuneration paid to members of the Board of Directors, Board of Statutory Auditors, general managers and other managers with strategic responsibilities.

REMUNERATION PAID TO MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS, GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES																
INDIVIDUAL	DESCRIPTION OF ROLE			REMUNERATION							TOTAL	Fair value of equity remuneration	Employment termination benefit			
				Name	Charge	Appointment period	Charge expiration	Fixed salary	Fees for participation in committees	Variable non-equity remuneration				Non-cash benefits	Other remuneration	
										Bonuses and other						Profit-sharing
LUCA GARAVOGLIA	Emol. approved by shareholders' meeting Remuneration for role of Chairman	01.01.12-31.12.12	approval of 2012 financial statements	25,000.00							25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements	1,020,000.00								1,020,000.00				
				<b>1,045,000.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1,045,000.00</b>	<b>1,068,468.00</b>				
ROBERT KUNZE-CONCEWITZ	Emol. approved by shareholders' meeting Remuneration for role of Managing Director Remuneration from employment Bonus	01.01.12-31.12.12	approval of 2012 financial statements	25,000.00							25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements	396,000.00					5,668.76		401,668.76					
		01.01.12-31.12.12	approval of 2012 financial statements	315,574.40							315,574.40					
				<b>736,574.40</b>	<b>0.00</b>	<b>650,000.00</b>	<b>0.00</b>	<b>5,668.76</b>	<b>0.00</b>	<b>1,392,243.16</b>	<b>2,582,155.00</b>					
PAOLO MARCHESINI	Emol. approved by shareholders' meeting Remuneration for role of Managing Director Remuneration from employment Bonus	01.01.12-31.12.12	approval of 2012 financial statements	25,000.00							25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements	372,000.00					5,511.30		377,511.30					
		01.01.12-31.12.12	approval of 2012 financial statements	122,858.63							122,858.63					
		01.01.12-31.12.12	approval of 2012 financial statements			500,000.00					500,000.00					
				<b>519,858.63</b>	<b>0.00</b>	<b>500,000.00</b>	<b>0.00</b>	<b>5,511.30</b>	<b>0.00</b>	<b>1,025,369.93</b>	<b>1,931,490.00</b>					
STEFANO SACCARDI	Emol. approved by shareholders' meeting Remuneration for role of Managing Director Remuneration from employment Bonus	01.01.12-31.12.12	approval of 2012 financial statements	25,000.00							25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements	372,000.00					8,486.82		380,486.82					
		01.01.12-31.12.12	approval of 2012 financial statements	128,625.53							128,625.53					
		01.01.12-31.12.12	approval of 2012 financial statements			500,000.00					500,000.00					
				<b>525,625.53</b>	<b>0.00</b>	<b>500,000.00</b>	<b>0.00</b>	<b>8,486.82</b>	<b>0.00</b>	<b>1,034,112.35</b>	<b>1,931,490.00</b>					
MARCO PERELLI CIPPO	Emol. approved by shareholders' meeting Audit Committee	01.01.12-31.12.12	approval of 2012 financial statements	25,000.00							25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements		25,000.00						25,000.00					
				<b>25,000.00</b>	<b>25,000.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>50,000.00</b>					
EUGENIO BARCELLONA	Emol. approved by shareholders' meeting Remuneration and Appointments Committee	01.01.12-31.12.12	approval of 2012 financial statements	25,000.00							25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements		12,500.00						12,500.00					
				<b>25,000.00</b>	<b>12,500.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>37,500.00</b>					
THOMAS INGELFINGER	Emol. approved by shareholders' meeting Audit Committee Remuneration and Appointments Committee	01.01.12-31.12.12	approval of 2012 financial statements	25,000.00							25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements		25,000.00						25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements		12,500.00						12,500.00					
				<b>25,000.00</b>	<b>37,500.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>62,500.00</b>					
KAREN GUERRA	Emol. approved by shareholders' meeting Audit Committee	01.01.12-31.12.12	approval of 2012 financial statements	25,000.00							25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements		0.00						0.00					
				<b>25,000.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>25,000.00</b>					
ENRICO CORRADI	Emol. approved by shareholders' meeting Audit Committee Remuneration and Appointments Committee	01.01.12-31.12.12	approval of 2012 financial statements	25,000.00							25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements		25,000.00						25,000.00					
		01.01.12-31.12.12	approval of 2012 financial statements		12,500.00						12,500.00					
				<b>25,000.00</b>	<b>37,500.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>62,500.00</b>					
<b>TOTAL DIRECTORS</b>				<b>2,952,058.56</b>	<b>112,500.00</b>	<b>1,650,000.00</b>	<b>0.00</b>	<b>19,666.88</b>	<b>0.00</b>	<b>4,909,225.44</b>						
PELLEGRINO LIBROIA	Chairman of Board of Statutory Auditors	01.01.12-31.12.12	approval of 2012 financial statements	75,000.00							75,000.00					
ENRICO COLOMBO	Standing Statutory Auditor	01.01.12-31.12.12	approval of 2012 financial statements	50,000.00							50,000.00					
CARLO LAZZARINI	Standing Statutory Auditor	01.01.12-31.12.12	approval of 2012 financial statements	50,000.00							50,000.00					
<b>TOTAL AUDITORS</b>				<b>175,000.00</b>							<b>175,000.00</b>					
(1) Remuneration in the company that drafts the financial statements				3,127,058.56	112,500.00	1,650,000.00	0.00	19,666.88	0.00		4,909,225.44					
(II) Paolo Marchesini	Remuneration from subsidiaries and affiliates	01.01.12-31.12.12	approval of 2012 financial statements	2,500.00							2,500.00					
(II) Stefano Saccardi	Remuneration from subsidiaries and affiliates	01.01.12-31.12.12	approval of 2012 financial statements	6,000.00							6,000.00					
(II) Pellegrino Libroia	Remuneration from subsidiaries and affiliates	17.04.12-31.12.12	approval of 2012 financial statements	9,000.00							9,000.00					
(II) Enrico Colombo	Remuneration from subsidiaries and affiliates	17.04.12-31.12.12	approval of 2012 financial statements	6,000.00							6,000.00					
(II) Carlo Lazzarini	Remuneration from subsidiaries and affiliates	17.04.12-31.12.12	approval of 2012 financial statements	6,000.00							6,000.00					
<b>(II) Total</b>				<b>31,500.00</b>	<b>112,500.00</b>	<b>1,650,000.00</b>	<b>0.00</b>	<b>19,666.88</b>	<b>0.00</b>	<b>4,938,725.44</b>	<b>7,513,603.00</b>					

**TABLE 2:** Stock options assigned to members of the Board of Directors, general managers and other managers with strategic responsibilities.

A	B	Options held at the beginning of the year				Options assigned during the year						Options exercised during the year			Options expired during the year	Options held at the end of the year	Options relating to the year
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)=(2)+(5)-(11)-(14)	(16)
Luca Garavoglia	Chairman	Plan	Number of options	Exercise price	Possible exercise period (from – to)	Number of options	Exercise price	Possible exercise period (from – to)	Fair value at the date of assignment	Date of assignment	Market price of the shares underlying the assignment of options	Number of options	Exercise price	Market price of the underlying shares at the exercise date	Number of options	Number of options	Fair value (€)
Remuneration in the company that drafts the financial statements	4	527.240	2,85	from 01.05.13 to 28.02.15	0						0	0			0	527.240	285.668
	5	380.000	3,85	from 13.05.15 to 12.05.17	0						0	0			0	380.000	482.600
	6a	0			152.000	5,25	from 11.05.17 to 10.05.19	1,64	11.05.12	5,41					0	152.000	249.280
	6b	0			19.000	5,25	from 11.05.18 to 10.05.20	1,50	11.05.12	5,41					0	19.000	28.500
	6c	0			19.000	5,25	from 11.05.19 to 10.05.21	1,18	11.05.12	5,41					0	19.000	22.420
Bob Kunze-Concewitz	Managing Director	Plan	Number of options	Exercise price	Possible exercise period (from – to)	Number of options	Exercise price	Possible exercise period (from – to)	Fair value at the date of assignment	Date of assignment	Market price of the shares underlying the assignment of options	Number of options	Exercise price	Market price of the underlying shares at the exercise date	Number of options	Number of options	Fair value (€)
Remuneration in the company that drafts the financial statements	4	1.054.480	2,85	from 01.05.13 to 28.02.15	0						0	0			0	1.054.480	571.335
	5	756.000	3,85	from 13.05.15 to 12.05.17	0						0	0			0	756.000	960.120
	6a	0			532.000	5,25	from 11.05.17 to 10.05.19	1,64	11.05.12	5,41					0	532.000	872.480
	6b	0			66.500	5,25	from 11.05.18 to 10.05.20	1,50	11.05.12	5,41					0	66.500	99.750
	6c	0			66.500	5,25	from 11.05.19 to 10.05.21	1,18	11.05.12	5,41					0	66.500	78.470
Paolo Rinaldo Marchesini	Managing Director	Plan	Number of options	Exercise price	Possible exercise period (from – to)	Number of options	Exercise price	Possible exercise period (from – to)	Fair value at the date of assignment	Date of assignment	Market price of the shares underlying the assignment of options	Number of options	Exercise price	Market price of the underlying shares at the exercise date	Number of options	Number of options	Fair value (€)
Remuneration in the company that drafts the financial statements	3	206.138	3,84	from 15.06.11 to 14.06.13	0						0	206.138	3,84	5,40	0	0	0
	4	702.986	2,85	from 01.05.13 to 28.02.15	0						0	0			0	702.986	380.890
	5	630.000	3,85	from 13.05.15 to 12.05.17	0						0	0			0	630.000	800.100
	6a	0			380.000	5,25	from 11.05.17 to 10.05.19	1,64	11.05.12	5,41					0	380.000	623.200
	6b	0			47.500	5,25	from 11.05.18 to 10.05.20	1,50	11.05.12	5,41					0	47.500	71.250
	6c	0			47.500	5,25	from 11.05.19 to 10.05.21	1,18	11.05.12	5,41					0	47.500	56.050
Stefano Saccardi	Managing Director	Plan	Number of options	Exercise price	Possible exercise period (from – to)	Number of options	Exercise price	Possible exercise period (from – to)	Fair value at the date of assignment	Date of assignment	Market price of the shares underlying the assignment of options	Number of options	Exercise price	Market price of the underlying shares at the exercise date	Number of options	Number of options	Fair value (€)
Remuneration in the company that drafts the financial statements	3	608.646	3,84	from 15.06.11 to 14.06.13	0						0	608.646	3,84	5,83	0	0	0
	4	702.986	2,85	from 01.05.13 to 28.02.15	0						0	0			0	702.986	380.890
	5	630.000	3,85	from 13.05.15 to 12.05.17	0						0	0			0	630.000	800.100
	6a	0			380.000	5,25	from 11.05.17 to 10.05.19	1,64	11.05.12	5,41					0	380.000	623.200
	6b	0			47.500	5,25	from 11.05.18 to 10.05.20	1,50	11.05.12	5,41					0	47.500	71.250
	6c	0			47.500	5,25	from 11.05.19 to 10.05.21	1,18	11.05.12	5,41					0	47.500	56.050

TABLE 3A: Incentive plans for members of the Board of Directors, general managers and other managers with strategic responsibilities based on financial instruments other than stock options.

Not applicable

TABLE 3B: Cash-based incentive plans for members of the Board of Directors, general managers and other managers with strategic responsibilities.

Name	Position		Bonus for the year			Bonus for previous years			Other bonuses
			(1)	(A)	(B)	(C)	(A)	(B)	
Bob Kunze- Concewitz	Managing Director	Plan	Allocable / allocated	Deferred	Reference period	No longer allocable	Allocable / allocated	Still deferred	
Remuneration in the company that drafts the financial statements		//	659.100	//	//	//	//	//	//
Paolo Rinaldo Marchesini	Managing Director	Plan	Allocable / allocated	Deferred	Reference period	No longer allocable	Allocable / allocated	Still deferred	
Remuneration in the company that drafts the financial statements		//	507.000	//	//	//	//	//	//
Stefano Saccardi	Managing Director	Plan	Allocable / allocated	Deferred	Reference period	No longer allocable	Allocable / allocated	Still deferred	
Remuneration in the company that drafts the financial statements		//	507.000	//	//	//	//	//	//

### SCHEDULE 7-ter

Schedule of information on investments held by members of the Board of Directors, general managers and other managers with strategic responsibilities.

**TABLE 1:** Investments held by members of the Board of Directors, Board of Statutory Auditors and general managers.

SCHEDULE 7-ter					
INVESTMENTS HELD BY MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS, AND GENERAL MANAGERS					
NAME	COMPANY IN WHICH SHARES ARE HELD	NO. OF SHARES HELD AT	NO. OF SHARES	NO. OF SHARES	NO. OF SHARES HELD AT END
		END OF PREVIOUS YEAR	PURCHASED	SOLD	OF CURRENT YEAR
LUCA GARAVOGLIA	DAVIDE CAMPARI MILANO S.p.A.	0	0	0	0
ROBERT KUNZE-CONCEWITZ	DAVIDE CAMPARI MILANO S.p.A.	0	0	0	0
P. MARCO PERELLI-CIPPO	DAVIDE CAMPARI MILANO S.p.A.	120.000	0	0	120.000
STEFANO SACCARDI	DAVIDE CAMPARI MILANO S.p.A.	0	608.646	608.646	0
PAOLO MARCHESINI	DAVIDE CAMPARI MILANO S.p.A.	0	206.138	206.138	0
THOMAS INGELFINGER	DAVIDE CAMPARI MILANO S.p.A.	0	0	0	0
KAREN GUERRA	DAVIDE CAMPARI MILANO S.p.A.	26.860	9.300	0	36.160
EUGENIO BARCELLONA	DAVIDE CAMPARI MILANO S.p.A.	0	0	0	0
ENRICO CORRADI	DAVIDE CAMPARI MILANO S.p.A.	0	0	0	0
PELLEGRINO LIBROIA	DAVIDE CAMPARI MILANO S.p.A.	0	0	0	0
ENRICO COLOMBO	DAVIDE CAMPARI MILANO S.p.A.	0	0	0	0
CARLO LAZZARINI	DAVIDE CAMPARI MILANO S.p.A.	2.000	0	0	2.000

Sesto San Giovanni, 7 March 2013

Davide Campari – Milano S.p.A.  
Chairman of the Board of Directors