

# CAMPARI GROUP

## Report of the Board of Directors on items on the Agenda of the Ordinary Shareholders' Meeting of 23 April 2018, pursuant to article 125-*bis* of Legislative Decree 58 of 24 February 1998

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The Ordinary Shareholders' Meeting of Davide Campari-Milano S.p.A. is convened at the Campari Academy, Via Campari 23, Sesto San Giovanni (MI), on 23 April 2018 at 9,30, to discuss and approve the following items on the agenda.

1. Approval of the annual financial statements for the year ending 31 December 2017 and related resolutions;
2. Approval of the remuneration report pursuant to art. 123-*ter* of Legislative Decree 58/98;
3. Approval of the stock option plan pursuant to art.114-*bis* of Legislative Decree 58/98;
4. Authorization to buy and/or sell own shares.

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### Regarding item 1 on the agenda

The Board of Directors proposes to approve the financial statements for the year ending 31 December 2017, comprising the financial statements, notes to the accounts and directors' report, as approved by the Board of Directors on 27 February 2018.

The documentation, together with the documents comprising the annual financial statements, pursuant to article 154-*ter* of Legislative Decree 58 of 24 February 1998 (hereinafter the 'TUF'), will be available to shareholders at the registered office, as well as published on the Company's website and through the authorized storage mechanism *1Info* ([www.1info.it](http://www.1info.it)), in accordance with the terms prescribed by law.

It is proposed to approve the financial statements for the year ending 31 December 2017 and to allocate the profit for the year of €208.856 million as follows:

- distribution of a dividend of €0.05 per ordinary share outstanding, except for own shares held by the Company at the ex-date (considering own shares currently held, the total dividend is €57.584 million);
- the remaining amount of around €151.272million carried forward as retained earnings.

It is proposed that the dividend of €0.05 per share outstanding be paid from 23 May 2018 (coupon 2 to be detached on 21 May 2018). The record date for payment, pursuant to article 83-*terdecies* of the TUF, is 22 May 2018.

### Regarding item 2 on the agenda

Article 123-*ter* of the TUF requires issuers to make available to the public and to publish on its website a remuneration report for directors, general managers and other managers with strategic responsibilities, divided into two sections as required by the article.

The Board of Directors intends to put Section 1 of the report on the remuneration of directors, approved on 27 February 2018, to a consultative vote at the shareholders' meeting.

For a more detailed explanation of the Company's policy on directors' remuneration, please kindly refer to the relevant remuneration report, prepared in compliance with article 84-*quater* of the Issuer's Regulation, which will be available at the registered

office, as well as published on the Company's website and through the authorized storage mechanism 1Info ([www.1info.it](http://www.1info.it)), in accordance with the terms prescribed by law.

### **Regarding item 3 on the agenda**

In accordance with the framework principles of the Regulation relating to the assignment of stock options, approved in 2014, the Board of Directors proposes to approve a stock option plan this year for an aggregate maximum number of options based on the ratio between €73,800,000.00 and the options' exercise price, of which (i) a maximum number of options based on the ratio between €10.800.000.00 and the options' exercise price for either members of the Board of Directors or other individuals for whom disclosure of assigned options is required and (ii) a maximum number of options based on the ratio between €63,000,000.00 and the options' exercise price for any other category of beneficiaries.

The options may be exercised during the two-year period after the end of the fifth year following the assignment date and the relevant bodies are granted all necessary powers to implement the plan by 30 June 2019.

For a more detailed explanation of the stock option plan, please refer to the relevant explanatory report of the Board of Directors, prepared in compliance with article 84-*bis* of the Issuer Regulation, which will be made available at the registered office, as well as published on the Company's website and through the authorized storage mechanism 1Info ([www.1info.it](http://www.1info.it)), in accordance with the terms prescribed by law.

### **Regarding item 4 on the agenda**

The Board of Directors requests the Shareholders' Meeting to authorise the purchase, in one or more transactions, of own shares in a maximum number which, when added to the own shares already held by the Company, does not exceed the limit stated in article 2357 of the Italian civil code. It also requests the authorisation to sell, in one or more transactions, all own shares held or a different quantity of shares to be determined by the Board of Directors.

The authorisation is requested until 30 June 2019.

For a more detailed explanation of the scope and terms of the authorisation requested, please refer to the relevant explanatory report of the Board of Directors, prepared in compliance with article 73-*bis* of the Issuer Regulation, which will be available at the registered office, as well as published on the Company's website and through the authorized storage mechanism 1Info ([www.1info.it](http://www.1info.it)), in accordance with the terms prescribed by law.

Sesto San Giovanni, 27 February 2018

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

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