

# CAMPARI GROUP

## DAVIDE CAMPARI-MILANO N.V. NOTICE OF ANNUAL GENERAL MEETING

This is a notice for the annual general meeting of shareholders (the **AGM**) of Davide Campari-Milano N.V. (the **Company**), having its official seat in Amsterdam, the Netherlands, to take place on April 8, 2021 at 9.30 CEST. The language of the meeting will be English. Due to the Dutch law measures and recommendations relating to the coronavirus (COVID-19) and in accordance with the temporary Dutch COVID-19 Act (**the COVID-19 act**), shareholders cannot attend the AGM in person. The Company aims to assist its shareholders who wish to attend the AGM by providing the opportunity to participate in the AGM via webcast. The Company urges the shareholders to cast their votes online or by proxy to the Agent appointed by the Company who will vote online.

In the unlikely event that the COVID-19 Act will not be extended by 2 months after 1 April 2021, the meeting will be held on April 8, 2021 at 9.30 CEST at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands.

### AGENDA

The AGM agenda includes the following items:

- 1. Opening.**
- 2. 2020 Annual report.**
  - a. 2020 Annual report (*discussion*)
  - b. Remuneration report (*advisory vote*)
  - c. Substantial change in the corporate governance (*discussion*)
  - d. Adoption of 2020 annual accounts (*voting item*)
- 3. Dividend**
  - a. Policy on additions to reserves and dividends (*discussion*)
  - b. Determination and distribution of dividend (*voting item*)
- 4. Release from liability**
  - a. Release from liability of the executive directors (*voting item*)
  - b. Release from liability of the non-executive directors (*voting item*)
- 5. Approval of an Employee Share Ownership Plan (*voting item*).**
- 6. Approval of an Extra Mile Bonus Plan (*voting item*).**
- 7. Approval of the stock option plan pursuant to art.114-bis of Italian Legislative Decree 58/98 (*voting item*).**
- 8. Authorization of the Board of Directors to repurchase shares in the Company (*voting item*).**
- 9. Confirmation of appointment of Ernst & Young Accountants LLP as independent external auditor entrusted with the audit of the annual accounts for the financial year 2021 (*voting item*).**

## AGM DOCUMENTATION

The AGM documentation:

- Agenda and explanatory notes of the AGM;
- Company's 2020 Annual report and 2020 Annual accounts, including the auditor's opinion;
- Employee Share Ownership Plan information document;
- Extra Mile Bonus Plan information document;
- Explanatory Report of the Board of Directors pursuant to articles 114-*bis* and 125-*ter* TUF;
- Statement of the total number of outstanding shares and voting rights at the date of this notice;
- Proxy form for shareholders; and
- Instructions for participation and voting at the AGM;

is available on the Company's website ([www.camparigroup.com](http://www.camparigroup.com)).

All AGM documents are available for inspection at the offices of the Company (Via Franco Sacchetti 20, Sesto San Giovanni, Milan, Italy). Copies may be obtained free of charge by shareholders and other persons entitled to take part in the meeting. These documents are also available at [www.camparigroup.com](http://www.camparigroup.com).

## COVID-19 AND VIRTUAL MEETING

Shareholders cannot attend the AGM in person, due to the measures of the Dutch government related to the coronavirus (COVID-19) and in accordance with the COVID-19 Act. The COVID-19 Act will expire on 1 April 2021, but it is expected that this date will be extended by 2 months. The Company's board of directors (the **Board of Directors**) is closely monitoring the legislation process. In the unlikely event that the COVID-19 Act will not be extended by 2 months after 1 April 2021, the meeting will be held on April 8, 2021 at 9.30 CEST at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands. The Board of Directors will inform the shareholders via the Company's website in case the COVID-19 Act will not be extended.

The shareholders are urged to register their votes in advance on the resolutions to be put to the AGM by registration of their proxy as referred to below. It will not be possible to vote during the AGM.

## SHAREHOLDERS

Shareholders can hold shares in the Company in two ways:

- Shareholders holding special voting shares and ordinary shares (the **Loyalty Shareholders**) or shareholders holding ordinary shares electing to receive special voting shares upon completion of the required holding period (the **Electing Shareholders**)

as such registered in the Company's loyalty register (the **Loyalty Register**). The Loyalty Register is maintained on behalf of the Company in the records of the Company's agent: Computershare S.p.A. (address: campari@computershare.it) (the **Agent**);

- Shareholders holding ordinary shares in a securities account with a bank, brokerage or other intermediary (each an **Intermediary**) participating in the Monte Titoli system (the **Monte Titoli Participant Account**).

## **REGISTRATION AND RECORD DATE**

In accordance with the statutory record date as set out in the Dutch Civil Code, only the shareholders who (i) are registered on 11 March 2021, after the processing of settlements on that date (the **Record Date**) in the register established for that purpose by the Board of Directors (the **AGM Register**) and (ii) have given notice of their wish to attend the AGM via the webcast (in accordance with the provisions below), will have the right to attend the AGM.

The AGM Register established by the Board of Directors is: (i) in respect of the Loyalty Shareholders and the Electing Shareholders, the Loyalty Register, and (ii) in respect of shareholders holding ordinary shares in a Monte Titoli Participant Account, the administration of an Intermediary.

## **REQUEST FOR ATTENDANCE VIA WEBCAST**

### ***Loyalty Shareholders & Electing Shareholders***

In order to obtain (virtual) entry to the AGM, the Loyalty Shareholders and the Electing Shareholders must submit their attendance request to the Company no later than **5 p.m. CEST on April 1, 2021**.

Please note that additional formalities apply to exercising voting rights and attending the General Meeting, as set out below.

### ***Shareholders holding ordinary shares in a Monte Titoli Participant Account***

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to attend the AGM, should request their Intermediary to issue a statement confirming their shareholding (including the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date). Intermediaries must submit the notification of participation and the request of virtual attendance of their clients no later than **5 p.m. CEST on April 1, 2021** to the Agent (contact details below).

## **VOTING**

It will not be possible for shareholders to vote during the meeting. Therefore, shareholders who wish to vote (i) shall have to register their shares in accordance with what is stated above, and (ii) shall cast their online votes in advance of the AGM via the web procedure made available on the Company's website or deposit a duly completed and signed proxy form (including voting instructions). The online vote has to be cast in the website and the proxy form is to be received by the Agent by email (contact details below) no later than **5 p.m. CEST on April 1, 2021**.

## **VIRTUAL ATTENDANCE**

The Company wishes to assist its shareholders to attend the AGM electronically by providing an adequate opportunity to follow the meeting. Upon registration and the request of virtual attendance a shareholder will receive an email with a link to login for the AGM. After successful login the shareholder is automatically logged into the meeting. Shareholders who did not register in time will not be permitted to attend the AGM in this manner.

Shareholders will be able to log in for (virtual) admission to the meeting on April 8, 2021 at 9.00 am CEST.

Shareholders must log in and complete the admission procedure for the AGM before 9.30 am CEST on April 8, 2021.

## **QUESTIONS**

The Company understands that the AGM also serves as a forum for shareholders to engage with the Board of Directors. Therefore, the shareholders can submit questions prior to the AGM. Shareholders who did not register in time will not be permitted to ask questions. The Company may summarize and bundle questions thematically or set further conditions to facilitate the smooth running of the AGM. Any question should relate to the business of the AGM and be submitted by no later than **5 p.m. CEST on April 1, 2021** via *segreteria.societaria@campari.com*. Timely submitted questions will, possibly combined, be answered within reason during the AGM. Persons who submitted questions in advance may be given the opportunity to put follow-up questions during the AGM. The answers will be made available in the minutes of the AGM to be posted on the Company's website ([www.camparigroup.com](http://www.camparigroup.com)).

## **FURTHER INFORMATION**

For further information, please contact:

Davide Campari-Milano N.V., Investor Relations, Via Franco Sacchetti 20, 20099 Sesto San Giovanni, Milan, Italy, or via e-mail: *investor.relations@campari.com*.

Contact details of the Agent are as follows:

Computershare S.p.A., Via Nizza 262/73, 10126 Turin (Italy), e-mail:  
*campari@computershare.it*  
Milan, Italy, 25 February 2021.

**Davide Campari-Milano N.V.**  
**Board of Directors**