

# 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 **11 April 2024, at 9.30 CEST**, at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands. The language of the meeting shall be English.

### AGENDA

The AGM agenda includes the following items:

#### 1. Opening

#### 2. 2023 Annual report

- a. 2023 Annual report (*discussion*)
- b. Remuneration report 2023 (*advisory vote*)
- c. Adoption of 2023 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. Binding nomination of Matteo Fantacchiotti as executive director and Robert Kunze-Concewitz as non-executive director of the Company, for a one-year period expiring at the end of the annual general meeting to be held in 2025

- a. The appointment of Matteo Fantacchiotti as executive director of the Company (*voting item*)
- b. The appointment of Robert Kunze-Concewitz as non-executive director of the Company (*voting item*)

#### 6. Approval of the Remuneration Policy (*voting item*)

#### 7. Approval of a Long-Term Incentive Plan for the members of the Lead Team (*voting item*)

#### 8. Approval of a Long-Term Incentive Plan for selected beneficiaries, other than the members of the Lead Team (*voting item*)

#### 9. Approval of the CFOO Last Mile Incentive plan (*voting item*)

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**10. Authorisation of the Board of Directors to repurchase shares in the Company (*voting item*)**

**11. Close of meeting**

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## AGM DOCUMENTATION

The AGM documentation:

- Agenda and explanatory notes of the AGM;
- Company's 2023 annual report including the 2023 annual accounts, the auditor's opinion and the remuneration report 2023;
- Explanatory Report of the Board of Directors in compliance with articles 114-*bis* and 125-*ter* of the Italian Consolidated Law on Financial Intermediation and article 2:135, paragraph 5, of the Dutch Civil Code;
- 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 corporate 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.

## HOW THE MEETING WILL TAKE PLACE

The AGM will be held through a hybrid meeting (both physical and virtual).

The physical meeting will be held at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands.

Shareholders attending the physical meeting will be entitled to cast their votes during the AGM.

Shareholders attending the meeting virtually will be provided with a webcast. Such shareholders will receive a personal login code to access the shareholder meeting platform and follow the meeting in listen-only mode. In this case, it will only be possible to cast votes in advance of the AGM in accordance with the modalities specified in this notice (voting instructions through the proxy form/via the web procedure) and it will not be possible to vote during the AGM.

## RECORD DATE

Shareholders can hold shares in the Company in two ways:

- Shareholders holding special voting shares and ordinary shares or shareholders holding ordinary shares electing to receive special voting shares upon completion of the required holding period (the **Loyalty 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](mailto:campari@computershare.it)) (the **Agent**);

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

Under Dutch law and the Company's articles of association, in order to be entitled to attend and, if applicable, to vote at the AGM, shareholders must (i) be registered on **14 March 2024** (the **Record Date**) in the register described below (the **AGM Register**) after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such holders at the date of the AGM, and (ii) request registration in the manner mentioned below.

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

## ATTENDANCE

### Loyalty Shareholders

The Agent will send the AGM documentation to the Loyalty Shareholders at the addresses of such shareholders appearing from the records maintained by the Agent, including a proxy form that allows them to give the Agent the right to attend and vote their shares at the AGM in accordance with their instructions, as well as the procedure for casting their votes directly online.

Loyalty Shareholders will be entitled to attend the AGM (either physically or virtually in person or by proxy) if they have notified the Agent by **17:00 CEST on 4 April 2024** of their attendance in writing or electronically (contact details at the end of this announcement).

### 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 either physically or virtually (in person or by proxy), should request their Intermediary to issue a statement (**Notification of participation**) 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 no later than **17:00 CEST on 4 April 2024** to the Agent (contact details below).

If these shareholders request to attend the AGM physically (either in person or by proxy), they will receive an attendance card issued by the Agent in their name (the **Attendance Card**). This will serve as admission certificate and the shareholder (or his or her proxy) will need to submit the Attendance Card at the AGM to enter the AGM. For this purpose, the Attendance Card also contains a proxy form section that allows these shareholders to give another person the right to attend and vote their shares at the AGM in accordance with their instructions. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), will need to be handed over at the registration desk.

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## VIRTUAL ATTENDANCE

Shareholders are able to follow the AGM via live webcast on the website of the Company ([www.camparigroup.com](http://www.camparigroup.com)). In order to follow the AGM remotely and get access to the webcast of the AGM, the requirements for participation are as follows:

- Loyalty Shareholders will need to follow instruction received by the Agent and notify it by **17:00 CEST on 4 April 2024** of their participation to the webcast.
- entitled shareholders holding ordinary shares in a Monte Titoli Participant Account must request the Agent through their Intermediary, no later than **17:00 CEST on 4 April 2024**, the issue of the “digital attendance card” according to the instruction provided by the Agent to Monte Titoli participants.

The Agent will provide shareholders who have followed the participation procedure correctly with a “digital attendance card” (which includes a username and password) that will enable a shareholder to log in to the webcast.

## VOTING

During the AGM there will be an opportunity to vote for physical attending shareholders.

Alternatively, shareholders (both Loyalty Shareholders and shareholders holding ordinary shares in a Monte Titoli Participant Account) may give their voting instructions through the proxy form located on the Company’s website. They can also cast their vote in advance of the AGM via the web procedure made available on the Company’s website.

For shareholders voting through the proxy form or via the web procedure made available on the Company’s website, it will not be possible to physically attend the AGM. Such shareholders will be entitled to attend the AGM only virtually.

For virtually attending shareholders and other entitled shareholders, it will only be possible to cast votes in advance of the AGM by **17:00 CEST on 4 April 2024** in accordance with the modalities specified in this notice of call (voting instructions through the proxy form/via the web procedure).

In order to give proxy and voting instructions, the shareholder (a) must have registered his or her shares as set out above and (b) must ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Agent (contact details below) by **17:00 CEST on 4 April 2024** in writing or electronically pursuant to instructions contained in the proxy forms.

Votes through the web procedure made available on the Company’s website should be casted by **17:00 CEST on 4 April 2024**.

The results of the vote will be published on the website of the Company as soon as possible after the AGM.

## PHYSICAL ATTENDANCE - ARRIVAL AT THE AGM LOCATION AND IDENTIFICATION

For shareholders attending physically, registration for admission to the AGM will take place on 11 April 2024 between 9.00 and the start of the meeting at 9.30 CEST at the registration desk. Registration will no longer be possible after this time. A valid proof of registration and a valid identity document must be presented on arrival. Holders of a proxy must also show a copy of their proxy.

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## QUESTIONS

The Company understands that the AGM also serves as a forum for shareholders to engage with the Board of Directors. Shareholders (or their proxies) physically attending the AGM will be given the opportunity to ask questions per separate agenda item during the AGM.

## 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](mailto: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](mailto:campari@computershare.it)

Sesto San Giovanni (MI), Italy, 27 February 2024

**Davide Campari-Milano N.V.**

**Board of Directors**