

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

This is a notice for the extraordinary general meeting of shareholders (the '**EGM**') of Davide Campari-Milano N.V. (the '**Company**'), having its official seat in Amsterdam, the Netherlands, to take place on **September 18, 2020** at 14:00 CET, at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands. The language of the meeting will be English.

## AGENDA

The EGM agenda includes the following items:

- 1. Opening and announcements.
- 2. Capital reduction and amendment of the Company's articles of association.\*
- 3. Implementation of clause 13.11 and consequent amendments to the Company's articles of association.\*
- 4. Appointment of Mr. Fabio Facchini as non-executive director.\*
- 5. Approval of remuneration policy.\*
- 6. Questions.
- 7. Close.

The items marked \* are voting items.

All EGM documents, including the proposal to amend the Company's articles of association and the remuneration policy, 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 <u>www.camparigroup.com</u>.

# **COVID-19 AND VIRTUAL MEETING**

The Company's board of directors would like to note that the Dutch emergency act with respect to COVID-19 makes it, at least until 1 September 2020, possible for general meetings to be held completely virtually. This act will expire on 1 September 2020, but this date may be extended, each time by two months. If the Dutch emergency act is extended the Company's board of directors may adapt the EGM set-up in a manner to have a completely virtual general meeting of shareholders with no physical attendance. The Company is closely monitoring the legislation process and will inform the shareholders via the Company's website in case the EGM set-up will be adapted.

# SHAREHOLDERS AND RECORD DATE

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').

Only holders of shares in the share capital of the Company as of the close of business on **August 21, 2020** (the **'Record Date''**) and as such registered on the Record Date in the register designated by the Company's board of directors (the **EGM Register'**) are entitled to take part and vote at the EGM. The EGM Register established by the Company's 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.

# HOW TO REQUEST FOR ATTENDANCE

## Loyalty Shareholders & Electing Shareholders

The Agent will send the EGM documentation to the Loyalty Shareholders and the Electing Shareholders at the addresses of such shareholders as they appear from the records maintained by the Agent, including a proxy form that allows them to give the Agent the right to vote on their shares at the EGM in accordance with their instructions. The proxy form will be made available on the Company's website.

Loyalty Shareholders and the Electing Shareholders will be entitled to attend the EGM (either in person or by proxy, please note proxy instructions below) if they have notified the Agent (contact details below) by **5 p.m. CET** on **September 11, 2020** of their attendance in writing or electronically.

## 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 EGM (either in person or by proxy, please note proxy instructions below), 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 attendance requests no later than **5 p.m. CET** on **September 11, 2020** to the Agent.

## HOW TO PARTICIPATE

Shareholders can participate in the meeting in person, via web procedure or grant a proxy to a person of their choice as described in more detail below:

#### • Attendance in person

If shareholders request to attend the EGM (either in person or by proxy), they will receive an attendance card issued 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 EGM to enter the EGM. For this purpose, the Attendance Card also contains a proxy form section. Prior to the EGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), shall have to be handed over at the registration desk.

Alternatively, the abovementioned shareholders may give their voting instructions through the proxy form located on the Company's website (see instructions below).

#### • Web procedure

Shareholders can cast their vote in advance of the EGM via the web procedure made available on the Company's website (<u>www.camparigroup.com</u>) without attending the EGM.

#### • Voting by proxy

Shareholders can attend and vote at the EGM by proxy. 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 **5 p.m. CET** on **September 11, 2020** in writing or electronically pursuant to instructions contained in the proxy forms.

# **IDENTIFICATION**

Persons entitled to take part in the EGM may be asked for identification prior to being admitted and are therefore asked to carry a valid identity document (such as a passport or driving licence).

## **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, 7 August 2020.

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