



## NOTICE OF SHAREHOLDERS' MEETING

Notice is hereby given that the ordinary shareholders' meeting (single call) will be held in Sesto San Giovanni (Milan), Via Campari 23, at 9:30 a.m., on Tuesday, 19 December 2017, to resolve upon the following

### agenda:

appointment of the audit firm for the financial years 2019-2027 and resolutions related thereto.

### 1. Share capital

The subscribed and paid-up capital totals € 58,080,000.00 and is represented by 1,161,600,000 ordinary shares with voting rights and a nominal value of € 0.05 per share. No shares of any other category apart from ordinary shares have been issued.

Please note that some shares benefit from double voting rights pursuant to law and art. 6 of the Company's By-laws. All such shares will give entitlement to double voting rights, unless the entitled party waives such right within the record date, 8 December 2017. The total amount of voting rights will be made public on the Company's website, as required by art. 85-*bis* of the Consob Regulation no. 11971 of 14 May 1999 ("Issuer Regulation").

### 2. Eligibility and procedure for exercising rights connected with shareholders' meetings

Pursuant to art. 11 of the Company's By-laws and art. 83-*sexies* of Legislative Decree 58/98 ("TUF"), each holder of at least one share at the end of the accounting day of 8 December 2017 (the record date) and for which the Company has received the relevant notification from the intermediary, is entitled to attend shareholders' meetings and to exercise voting rights. All those who become shareholders as a result of registrations made after the above-mentioned date will not be entitled to attend shareholders' meetings or to exercise voting rights.

Notification by the intermediary, as mentioned at the beginning of the previous paragraph, must be received by the Company by 14 December 2017, although the party will also be considered entitled to vote if such notification arrives by the start of the meeting proceedings at the latest.

### 3. Right to submit questions

Pursuant to art. 127-*ter* of the TUF, shareholders are entitled to ask questions on agenda items before the shareholders' meeting, *i.e.* by 16 December 2017. All questions must be sent via registered mail to the Company's registered office, for the attention of the Corporate Secretariat, or by e-mail to the certified e-mail address [davidecamparimilano.ssg@pec.campari.com](mailto:davidecamparimilano.ssg@pec.campari.com).

Only questions received by that date from shareholders with voting rights at 8 December 2017 (the record date) and which are strictly relevant to the agenda items will be considered.

Shareholders who have asked questions must request the intermediary to send specific notification to the Company at [campari@pecserviziotitoli.it](mailto:campari@pecserviziotitoli.it), confirming that the requester holds the shares and will do so at the record date (8 December 2017). Where notification of entitlement to attend shareholders' meetings has been requested from the intermediary, it will be sufficient to note on the request the reference of such notification where issued by the intermediary or, at the very least, the name of the intermediary.

After verifying the relevance of the questions and the entitlement of the requester, responses will be given to questions received by 16 December 2017 during the meeting at the latest; the relevant bodies have the option of providing a single answer to similar or related questions.

### 4. Right to add items to the agenda

Pursuant to art. 126-*bis* of the TUF, parties with voting rights that jointly or individually represent at least one fortieth of the share capital may, within ten days of publication of this notice, request the Company to add items to the agenda, indicating in their request the additional issues proposed, or make proposals relating to items already on the agenda.

Requests to add items to the agenda shall be considered invalid if even one of the following conditions is not met:

- (i) requests must be made in writing and sent by registered mail to the Company's registered office, for the attention of the Corporate Secretariat, or to the certified email address: [davidecamparimilano.ssg@pec.campari.com](mailto:davidecamparimilano.ssg@pec.campari.com);

- (ii) they must be received by the Company by the deadline stipulated in the first sentence in this section 4;
- (iii) they must not relate to issues that the shareholders' meeting is required to vote on by law on the basis of a proposal by the directors or of a draft or report prepared by the directors, other than those stipulated by art. 125-ter, para. 1 of the TUF;
- (iv) ownership of the number of shares required to submit the request must be certified by a specific communication made by the intermediary with effect from the date of the request and sent to *campari@pecserviziotitoli.it*.

Requests must be accompanied by a report setting out the reasons for the suggested addition and any new items proposed. The report should be submitted by the same deadlines and using the same methods as for the request.

The Company shall give notice of validly formulated and submitted requests in the same manner as stipulated for publication of the notice of the meeting by 4 December 2017. The report prepared by the proposers, together with any observations made by the Company's Board of Directors, will be made available to the public (according to the methods set out in section 7 below) by the same deadline.

#### **5. Option to exercise voting rights by proxy**

Each party entitled to attend shareholders' meetings and exercise voting rights (within the terms set out in section 2) may also exercise such rights via a proxy of his/her choice and to whom he/she has issued a valid written proxy pursuant to legislation. Proxy forms are available on the Company's website, *www.camparigroup.com/en/investor/agm*. Once duly completed and signed, forms can be sent via registered mail to the Company's registered office, for the attention of the Corporate Secretariat, or by email to the certified email address: *davidecamparimilano.ssg@pec.campari.com*.

A proxy may also be granted to Computershare S.p.A., the Company's representative appointed pursuant to art. 135-undecies of the TUF, using the form available on the Company's website, *www.camparigroup.com/en/investor/agm*, and following the instructions given in the form for its transmission. The proxy granted to Computershare S.p.A. in accordance with the first part of the previous section will be valid only for proposals for which voting instructions have been provided and may be effectively revoked only within the deadline set out in that section.

#### **6. Postal or electronic voting**

There are no procedures for postal or electronic voting.

#### **7. Access to relevant documents**

All documentation relating to the meeting and prescribed by the legislation in force is available to the public via publication on the Company's website, *www.camparigroup.com/en/investor/agm*, and on the authorised storage mechanism 1Info, ([www.1info.it](http://www.1info.it)). It is also filed at the Company's registered office, as specified in the notice of publication.

Sesto San Giovanni, 10 November 2017

Chairman of the Board of Directors  
Luca Garavoglia