

# Bit Market Services

Informazione Regolamentata n. 0530-11-2016	Data/Ora Ricezione 22 Marzo 2016 11:18:09	MTA
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Societa' : DAVIDE CAMPARI - MILANO  
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Informazione  
Regolamentata  
Nome utilizzatore : CAMPARIN01 - Garavini  
Tipologia : IRED 02  
Data/Ora Ricezione : 22 Marzo 2016 11:18:09  
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Diffusione presunta  
Oggetto : Call of ordinary shareholders' meeting

*Testo del comunicato*

Vedi allegato.



## NOTICE OF SHAREHOLDERS' MEETING

Notice is hereby given that the ordinary shareholders' meeting (single call) will be held at the registered office of Davide Campari-Milano S.p.A. at Via Franco Sacchetti 23, in Sesto San Giovanni (Milan), at 9.30 am on Friday, 29 April 2016, to resolve the following

### Agenda

1. Approval of the annual financial statements for the year ending 31 December 2015 and related resolutions;
2. Appointment of the Board of Directors, election of the Chairman and determination of the relevant remuneration;
3. Appointment of the Board of Auditors and determination of the relevant remuneration;
4. Approval of the remuneration report pursuant to art. 123-*ter* of Legislative Decree 58/98;
5. Approval of the stock option plan pursuant to art. 114-*bis* of Legislative Decree 58/98;
6. Authorisation to buy and/or sell own shares.

### 1. Share capital

The subscribed and paid-up capital totals € 58,080,000.00 and is represented by 580,800,000 ordinary shares with voting rights and a nominal value of € 0.10 per share. No shares of any other category apart from ordinary shares have been issued.

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

Pursuant to art. 11 of the Articles of Association 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 20 April 2016 (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 26 April 2016, although the individual 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 26 April 2016. 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 [ssg.cbd@pec.campari.com](mailto:ssg.cbd@pec.campari.com).

Only questions received by that date from shareholders with voting rights at 20 April 2016 (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 (20 April 2016). 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 26 April 2016 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: [ssg.cbd@pec.campari.com](mailto:ssg.cbd@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@pecserviziitoli.it](mailto:campari@pecserviziitoli.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 14 April 2016. 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 individual 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, <http://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: [ssg.cbd@pec.campari.com](mailto:ssg.cbd@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, <http://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, <http://www.camparigroup.com/en/investor/agm>, and on the authorised storage mechanism BIt Market Services S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)). It is also filed at the Company's registered office, as specified in the notice of publication issued at the same time.

Pursuant to art. 2429 of the Italian Civil Code, the financial statements and/or summary statements of the subsidiaries and affiliates will be made available to the public solely at the Company's registered office and no later than 15 days before the meeting.

### **8. Appointment of the Board of Directors**

With specific reference to item 2 on the agenda, note that pursuant to articles 14 and 15 of the Company's Articles of Association, the Board of Directors, comprising between three and fifteen members, will be appointed on the basis of lists submitted by shareholders in accordance with the procedure stipulated by law, the regulations in force and the Articles of Association.

Shareholders representing at least 1% of the share capital are entitled to submit lists, in accordance with Consob Resolution 19499 of 28 January 2016, issued pursuant to art. 144-septies of Consob Resolution 11971 of 14 May 1999 (Issuer Regulation – 'IR').

Lists submitted by shareholders may contain a maximum of 15 candidates, numbered sequentially.

Each candidate may appear on one list only or shall be deemed ineligible.

If several lists are submitted, they must not be connected to each other in any way, even indirectly. Each shareholder may not therefore submit or jointly submit more than one list, either directly or indirectly through a nominee or fiduciary company.

Each list must include and expressly indicate that:

- at least one-third of the candidates are of the less-represented gender pursuant to Law 120 of 12 July 2011; and
- there is at least one independent director pursuant to art. 147-ter of the TUF; where the list comprises more than seven candidates, it must include, and expressly indicate, a second independent director pursuant to art. 147-ter of the TUF.

In each list, the directors that possess the requirements of independence may be expressly indicated, as appropriate, pursuant to the codes of conduct prepared by companies managing regulated markets or trade associations.

The lists, accompanied by the CVs of the nominated individuals and signed by the proposing shareholders, must be submitted by 4 April 2016. They must be sent by registered mail to the Company's registered office, for the attention of the Corporate Secretariat, or by email to the certified email address: [ssg.cbd@pec.campari.com](mailto:ssg.cbd@pec.campari.com).

By the same deadline, candidates must submit declarations stating that they accept their candidacy and that there are no grounds of ineligibility or incompatibility, as laid down by law, and that they meet the requirements stipulated by legislation and the Articles of Association to fulfil the role, together with a list of the director and auditor positions they hold at other companies.

The lists of candidates shall be published by the Company 21 days before the shareholders' meeting (8 April 2016) in accordance with the procedures established by the regulations in force. The appropriate notification by the appointed intermediary stating that the proposer holds the requisite shareholding must also be sent to [campari@pecserviziotitoli.it](mailto:campari@pecserviziotitoli.it) by the same deadline.

## **9. Appointment of the Board of Statutory Auditors**

With specific reference to item 3 on the agenda, note that pursuant to art. 27 of the Company's articles of association, the Board of Statutory Auditors, composed of three statutory auditors and three alternate auditors, will be appointed on the basis of lists presented by shareholders in accordance with the procedure stipulated by law and by the regulations in force, as supplemented by art. 27.

Minority shareholders may elect one statutory auditor and one alternate auditor.

The first candidate on the list that obtains the second highest number of votes will be elected Chairman of the Board of Auditors;

Shareholders representing at least 1% of the share capital are entitled to submit lists, in accordance with Consob Resolution 19499 of 28 January 2016, issued pursuant to art. 144-*septies* of the IR.

Lists are in two parts: one for candidates for the position of statutory auditor and the other for candidates for the position of alternate auditor. Candidates in each section are numbered sequentially.

Each section of the list must include, and expressly indicate, that at least one-third of the candidates are of the less-represented gender pursuant to Law 120 of 12 July 2011.

Each candidate may appear on one list only or shall be deemed ineligible.

Each shareholder may not submit or vote for more than one list, either directly or through an intermediary or fiduciary company.

The lists must also contain (which may be in attachments):

- (i) information on the identity of the shareholders that presented the lists, indicating the total percentage of the shareholding held;
- (ii) a declaration from shareholders that do not hold, including jointly, a controlling or relative majority stake, attesting that they are not related parties (as specified in art. 144-*quinquies* of the IR);
- (iii) comprehensive information on the personal and professional qualities of the candidates, together with a declaration from the candidates stating that they possess the requirements stipulated by law and that they accept their candidacy. This must include a list of positions held as director or auditor at other companies.

The lists must be submitted by 4 April 2016 by registered mail to the Company's registered office, for the attention of the Corporate Secretariat, or by email to the certified email address: [ssg.cbd@pec.campari.com](mailto:ssg.cbd@pec.campari.com).

The lists of candidates shall be published by the Company 21 days before the shareholders' meeting (8 April 2016) in accordance with the procedures established by the regulations in force. The appropriate notification by the appointed intermediary stating that the proposer holds the requisite shareholding must also be sent to [campari@pecserviziotitoli.it](mailto:campari@pecserviziotitoli.it) by the same deadline.

If, on 4 April 2016, only one list has been submitted, or the only lists submitted are from shareholders that are related to each other pursuant to applicable legislation, further lists may be submitted up to 7 April 2016. In this case, the shareholding requirement for submitting lists is reduced to 0.5%. In these circumstances, the Company will provide notification without delay in the manner stipulated by the regulatory provisions in force.

Sesto San Giovanni, 16 March 2016

Chairman of the Board of Directors  
Luca Garavoglia

Fine Comunicato n.0530-11

Numero di Pagine: 5