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| Informazione Regolamentata n. 0530-9-2017 | Data/Ora Ricezione 16 Marzo 2017 15:45:57 | MTA |
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Societa' : DAVIDE CAMPARI - MILANO

Identificativo : 86325

Informazione
Regolamentata

Nome utilizzatore : CAMPARIN01 - Garavini

Tipologia : IRED 02

Data/Ora Ricezione : 16 Marzo 2017 15:45:57

Data/Ora Inizio : 16 Marzo 2017 16:00:58

Diffusione presunta

Oggetto : Call of extraordinary and ordinary
shareholders' meeting

Testo del comunicato

Vedi allegato.



NOTICE OF SHAREHOLDERS' MEETING

Notice is hereby given that the extraordinary and ordinary shareholders' meeting (single call) will be held at Via Campari 23, in Sesto San Giovanni (Milan), at 9.30 am on Friday, 28 April 2017, to resolve the following

Agenda

Extraordinary part

1. Approval of the proposal to split the No. 580,800,000 ordinary shares with a par value of Euro 0.10 each into No. 1,161,600,000 newly issued ordinary shares with a par value of Euro 0,05 each, having the same characteristics as the current ones, by granting 2 newly issued shares for each current share. Approval of the Director's report to the Shareholders' Meeting and relevant formalities;

Ordinary part

1. Approval of the annual financial statements for the year ending 31 December 2016 and related resolutions;
2. Appointment of a director replaced pursuant to art. 2386 civil code;
3. Approval of the remuneration report pursuant to art. 123-ter of Legislative Decree 58/98;
4. Approval of the stock option plan pursuant to art.114-bis of Legislative Decree 58/98;
5. Authorization 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.

Please note that, on the *record date* (19 April 2017), the 24-month vesting period required by law and by art. 6 of the Company's Articles of Association will have expired with regards to the double voting rights attached to the shares for which the Company received a special list registration request filed no later than 31 March 2015. As a consequence of the above, all such shares will give entitlement to double voting rights (unless the entitled party waives such right within the mentioned record date). The total amount of voting rights will be made public on the Company's website, as required by art. 85-bis of the Issuer Regulation.

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 19 April 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 25 April 2017, 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 25 April 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.

Only questions received by that date from shareholders with voting rights at 19 April 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, confirming that the requester holds the shares and will do so at the record date (19 April 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 25 April 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;
- (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 13 April 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 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/it/investor/assemblea-azionisti>. 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, <http://www.camparigroup.com/it/investor/assemblea-azionisti>, 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/it/investor/assemblea-azionisti, and on the authorised storage mechanism eMarketSTORAGE (www.emarketstorage.com). It is also filed at the Company's registered office, as specified in the notice of publication.

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.

Sesto San Giovanni, 16 March 2017

Chairman of the Board of Directors
Luca Garavoglia

Fine Comunicato n.0530-9

Numero di Pagine: 4